



# NORTH CAROLINA

## Department of The Secretary of State

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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 INCORPORATION

OF

**TIFFANY'S CONDOTEL OWNER'S ASSOCIATION, INC.**

the original of which was filed in this office on the 25th day of January, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of January, 2006

*Elaine F. Marshall*  
Secretary of State

Document Id: C20060230025

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State of North Carolina  
Department of the Secretary of State  
**ARTICLES OF INCORPORATION**  
**NONPROFIT CORPORATION**

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Elaine F. Marshall  
North Carolina Secretary of State  
C200602300252

Pursuant to §55-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

1. The name of the corporation is: **TIFFANY'S CONDOTEL OWNER'S ASSOCIATION, INC.**
2. The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:  
1743 S. Main Street, Suite 101, Wake Forest, NC 27587
4. The mailing address, *if different from the street address*, of the initial registered office is:  
P.O. Box 61, Wake Forest, NC 27588
5. The name of the initial registered agent is: **Fred B. Amos II**
6. The name and address of each incorporator is as follows:  
**Fred B. Amos II, 1743 S. Main St., Suite 101, Wake Forest, NC 27587**
7. The corporation will not have members.
8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:  
513 Roland Avenue, Surf City, Pender County, NC 28445
11. The mailing address *if different from the street address* of the principal office is:  
P.O. Box 2120, Surf City, NC 28445
11. These articles will be effective upon filing, unless a date and/or time is specified: \_\_\_\_\_

This the 17th day of January, 2006.

  
Fred B. Amos II, Incorporator

**NOTES:**

Filing fee is \$125. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION  
(Revised January, 2002)

P. O. BOX 29622

RALEIGH, NC 27626-0622  
(Form B-01)

**EXHIBIT "A"**

**# 8. Disposition of Assets on Dissolution:**

- 1. Payment of all debts and obligations of the corporation;**
- 2. Division of ownership of common areas in same percentage as individual condominium ownership;**
- 3. Distribution of remaining dues and assessments in same percentage as individual condominium ownership.**

BYLAWS OF  
TIFFANY'S CONDOTEL HOMEOWNERS ASSOCIATION, INC.

1. GENERAL PROVISIONS.

1.1 Identity. These are the BYLAWS of TIFFANY'S CONDOTEL OWNERS' ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION" a corporation not-for-profit formed under the laws of the State of North Carolina. The ASSOCIATION has been organized for the purposes stated in the ARTICLES and shall have all of the powers provided in these BYLAWS, the ARTICLES, the DECLARATION, and any statute or law of the State of North Carolina, or any other power incident to any of the above powers.

1.2 Principal Office. The principal office of the ASSOCIATION shall be at such place as the BOARD may determine from time to time,

1.3 Fiscal Year. The fiscal year of the ASSOCIATION shall be the calendar year.

1.4 The seal of the ASSOCIATION shall have Inscribed upon it the name of the ASSOCIATION, the year of it's incorporation and the words "Corporation Not-for-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the ASSOCIATION.

1.5 Inspection of Books and Records. The books and records of the ASSOCIATION shall be open to Inspection by all OWNERS or their authorized representatives, and all holders, Insurers or guarantors of any first mortgage encumbering a UNIT. Such records of the ASSOCIATION shall include current copies of the DECLARATION, ARTICLES and BYLAWS, and any amendments thereto, any contracts entered into by the ASSOCIATION, and the books, records and financial statements of the ASSOCIATION, The ASSOCIATION shall be required to make available to prospective purchasers of UNITS current copies of the DECLARATION, ARTICLES and BYLAWS, and the most recent annual financial statement of the ASSOCIATION. Notwithstanding the foregoing, any inspection of any books or records of the ASSOCIATION will only be permitted upon reasonable notice, during normal business hours or under reasonable circumstances and must be for a proper purpose which is reasonably related to an interest that the person making the inspection has or may have in the ASSOCIATION.

1.6 Definitions. Unless the context otherwise requires, all terms used in these BYLAWS shall have the same meaning as are attributed to them in the ARTICLES, and the DECLARATION.

2. MEMBERSHIP IN GENERAL.

2.1 Qualification. Pursuant to the ARTICLES, all of the record owners of UNITS shall be members of the ASSOCIATION. Membership for each UNIT shall be established upon the recording of

the DECLARATION. Prior to the recording of the DECLARATION, the Declarant shall be the sole member of the ASSOCIATION, but its membership shall terminate upon the recording of the DECLARATION, unless it owns any UNIT(S),

2.2 Changes in Membership. The transfer of the ownership of any UNIT, either voluntarily or by operation of law, shall automatically terminate the membership of the prior owner, and the transferee or new owner shall automatically become a member of the ASSOCIATION. It shall be the responsibility of any such transferor and transferee of a UNIT to notify the ASSOCIATION of any change in the ownership of any UNIT, and the corresponding change in any membership, by delivering to the ASSOCIATION a copy of the deed or other instrument of conveyance which establishes a transfer of ownership. In the absence of such notification, the ASSOCIATION shall not be obligated to recognize any change in membership or ownership of a UNIT for purposes of notice, voting, ASSESSMENTS, or for any other purpose.

2.3 Member Register. The secretary of the ASSOCIATION shall maintain a register in the office of the ASSOCIATION showing the names and addresses of the members of the ASSOCIATION. It shall be the obligation of each member of the ASSOCIATION to advise the secretary of any change of address of the member, or of the change of ownership of the member's UNIT, as set forth above. Any member who mortgages his UNIT shall notify the ASSOCIATION of the name and address of his mortgagee. Any member who satisfies the mortgage encumbering his UNIT shall also notify the ASSOCIATION thereof, and shall file a copy of the satisfaction of mortgage with the ASSOCIATION. The names and addresses of any such mortgagee shall also be maintained in the member register.

### 3. MEMBERSHIP VOTING.

3.1 Voting Rights: The voting rights of the members and of DECLARANT shall be as provided in the ARTICLES.

3.2 Majority Vote and Quorum Requirements. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all members and OWNERS for all purposes, except as otherwise provided by law, the DECLARATION, the ARTICLES, or these BYLAWS. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast the votes for one-third of the UNITS shall constitute a quorum.

#### 3.3 Determination as to Voting Rights.

3.3.1 In the event any UNIT is owned by one person, his right to cast the vote for the UNIT shall be established by the record title to his UNIT.

3.3.2 In the event any UNIT is owned by more than one person or by an entity, the vote for the UNIT may be cast at any meeting by any co-owner of the UNIT provided, however, that in the event a dispute arises between the co-owners as to how the vote for the UNIT shall be cast, or in the event the co-owners are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to cast the vote for the UNIT on the matter being voted upon at that meeting, but their membership shall be counted for purposes of

determining the existence of a quorum. For purposes of this paragraph, the principals or partners of any entity, other than a Corporation, owning a UNIT shall be deemed co-owners of the UNIT, and the directors and officers of a corporation owning a UNIT shall be deemed co-owners of the UNIT.

3.3.3. In the event that a Motel Management agreement has been entered into on behalf of the HOA, decisions that may impact the daily operation of the motel require a unanimous vote by the ASSOCIATION members, the Unit Management company managing each individual unit and the Motel Management company.

3.3.4. Every member entitled to vote at a meeting of the members, or to express consent or dissent without a meeting, may authorize another person or persons to act on the member's behalf by a proxy signed by such member or his attorney-in-fact. any proxy shall be delivered to the secretary of the meeting at or prior to the time designated in the order of business for delivering proxies. Members may not vote by general proxy, but may vote by limited proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the ARTICLES or BYLAWS or for any matter that requires or permits a vote of the members. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety- (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing said proxy. Every proxy shall specifically set forth the name of the person voting by proxy, and the name of the person authorized to vote the proxy on his behalf. Every proxy shall contain the date, time, and place of the meeting for which the proxy is given, and if a limited proxy, shall set forth those items which the proxy holder may vote and the manner in which the vote will to be cast. Any form of proxy which is sufficient in law may be used, but the following form of proxy shall be deemed sufficient:

The undersigned hereby irrevocably constitute and appoint \_\_\_\_\_ as their attorney-in-fact and proxy for the sole purpose of casting the vote allocated to Unit \_\_\_, on all matters submitted to vote at that meeting of \_\_\_, to be held on \_\_\_\_\_. The undersigned hereby ratify and confirm all such votes cast on behalf of said Unit at that meeting, and certify that they are fully authorized to execute this instrument of proxy on behalf of all owners of any fee interest in said Unit.

This the \_\_\_ day of \_\_\_, \_\_\_.

#### 4. MEMBERSHIP MEETINGS.

4.1 Who May Attend. In the event any UNIT is owned by more than one person, all co-Owners of the UNIT may attend any meeting of the members. In the event any UNIT is owned by a corporation, any director or officer of the corporation may attend any meeting of the members. However, the vote for any UNIT shall be cast in accordance with the provisions of Paragraph 3 above. INSTITUTIONAL LENDERS have the right to attend all member meetings.

4.2 Place. All meetings of the members shall be held at the principal office of the ASSOCIATION or at such other place and at such time as shall be designated by the BOARD and stated in the notice of meeting.

4.3 Notices. Written notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than 10 nor more than 60 days prior to the date of the meeting, either via hand-delivery or via first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the ASSOCIATION, with postage thereon pre-paid. For the purpose of determining members entitled to notice of, or to vote at, any meeting of the members of the ASSOCIATION, or in order to make a determination of the members for any other purpose, the BOARD shall be entitled to rely upon the member register as same exists ten days prior to the giving of the notice of any meeting, and the BOARD shall not be required to take into account any changes in membership occurring after that date but may, in their sole and absolute discretion, do so. Notwithstanding the foregoing, if a UNIT is owned by more than one person or by an entity, only one notice shall be required to be given with respect to the UNIT, which may be given to any co-owner as defined in Paragraph 3.3.2 of these BYLAWS. Notice to any member or co-owner shall be sent to the UNIT of such member or co-owner, unless the UNIT OWNER(S) of the UNIT otherwise request.

4.4 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the ARTICLES or these BYLAWS, or as otherwise provided by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

4.5 Annual Meeting. The annual meeting for the purpose of electing directors and transacting any other business shall be held once each year at such time and place as determined by the BOARD and as is contained in the notice of such meeting. However, so long as DECLARANT is entitled to appoint a majority of the directors of the Association, no annual meetings shall be required.

4.6 Special Meetings. Special meetings of the members may be called at any time by any director, the president or at the request, in writing, by not less than 25% or the members, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting. Notice of any special meeting shall be given by the secretary, or other officer of the ASSOCIATION, to all of the members within thirty (30) days after same is duly called, and the meeting shall be held within forty-five (45) days after same is duly called.

4.7 Adjournments. Any meeting may be adjourned or continued by a majority vote of the members present in person or by proxy and entitled to vote, or if no member

entitled to vote is present, then any officer of the ASSOCIATION may adjourn the meeting. If any meeting is adjourned or continued to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting. If the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, notice of the adjourned meeting may be given to members not present at the original meeting, without giving notice to the members which were present at such meeting.

4.8 Organization. At each meeting of the members, the president, the vice president, or any other person chosen by a majority of the members present, in that order, shall act as chairman of the meeting. The secretary, or in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

4.9 Order of Business. The order of business at the annual meetings of the members shall be:

- 4.9.1 Determination of the chairman of the meeting;
- 4.9.2 Calling of the roll and certification of proxies;
- 4.9.3 Proof of notice of meeting or waiver of notice;
- 4.9.4 Reading and disposal of any unapproved minutes;
- 4.9.5 Reports of directors, officers or committees;
- 4.9.6 Nomination and election of inspectors of election;
- 4.9.7 Determination of number of directors;
- 4.9.8 Election of directors;
- 4.9.9 Unfinished business;
- 4.9.10 New business; and
- 4.9.11 Adjournment.

4.10 Minutes. The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the directors, upon reasonable notice, during reasonable times, for a proper purpose. The ASSOCIATION shall retain these minutes for a period of not less than seven years.

4.11 Actions without a Meeting. Any action required or permitted to be taken at any annual or special meeting of the members of the ASSOCIATION, may be taken without a meeting, without prior notice, and without a date if a consent in writing, setting forth the action so taken, shall be signed by

the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within ten days after obtaining such authorization by written consent, notice shall be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. If a UNIT is owned by more than one person or by a corporation, the consent for such UNIT need only be signed by one person who would be entitled to cast the vote for the UNIT as a co-owner pursuant to Paragraph 3.3.2 of these BYLAWS.

## 5. DIRECTORS.

### 5.1 Membership.

5.1.1 The affairs of the ASSOCIATION shall be managed by a BOARD of not less than three (3) nor more than nine (9) directors. So long as the DECLARANT is entitled to appoint any director pursuant to the DECLARATION, the number of directors will be determined, and may be changed from time to time, by the DECLARANT by written notice to the BOARD. At such time as the DECLARANT is no longer entitled to appoint any director, the number of directors may be changed at any meeting where the members are to elect any directors (I) by the then existing BOARD, if prior to such meeting of the members of the BOARD vote to change the number of directors and such change is indicated in the notice of the meeting sent to the members, or (II) by the members at the meeting prior to the election of directors. If the number of directors on the BOARD is not changed, then the number of directors shall be the same as the number on the BOARD prior to such meeting (plus any unfilled vacancies created by the death, resignation or removal of a director). In any event there shall always be an odd number of directors.

5.2 Election of Directors by Members. Election of directors to be elected by the members of the ASSOCIATION shall be conducted in the following manner:

5.2.1 Within 60 days after the members, other than the DECLARANT, are entitled to elect any directors, as provided in the ARTICLES, or within 60 days after the DECLARANT notifies the ASSOCIATION that it waives its right to appoint one or more directors, the ASSOCIATION shall call, and give not less than 30 days nor more than 45 days notice of, a special meeting of the members to elect any directors the members are then entitled to elect, or to replace the appropriate number of directors previously appointed by the DECLARANT. Such special meeting may be called and the notice given by any member if the ASSOCIATION fails to do so. At such special meeting the members shall be required to elect any directors which they are entitled to elect, and should they fail to do so any directors appointed by DECLARANT, which would have been replaced by any directors elected by the members, may resign without further liability or obligation to the ASSOCIATION. In the event such a special meeting is called and held, at said meeting the members may elect not to hold the next annual meeting of the members if such annual meeting would be less than 4 months after the date of the special meeting.

5.2.2 Except as provided above, the members shall elect directors at the annual members' meetings.

