

**ARTICLES OF INCORPORATION  
OF  
GREENFIELD NORTH OWNERS' ASSOCIATION, INC.**

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation.

**ARTICLE I**

**Name**

The name of the corporation shall be: Greenfield North Owners' Association, Inc.

**ARTICLE II**

**Perpetual Duration**

The corporation shall have perpetual duration.

**ARTICLE III**

**Applicable Statute**

The corporation shall be a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act, as amended (the "Act").

**ARTICLE IV**

**Purposes**

The corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for this corporation and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

**ARTICLE V**

**Membership**

The corporation shall be a membership corporation without certificates or shares of stock. Each person or entity owning a portion of the Property (as such term is defined in the corporation's Declaration) shall automatically be a member of the corporation, which membership shall continue during the period of such ownership by such person or entity.

Voting by the members of the corporation shall be as set forth in and subject to the provisions of the Declaration and Bylaws of the corporation.

**ARTICLE VI**  
**Board of Directors**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The Board of Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation. The initial Board of Directors shall consist of three (3) members, namely:

Jeffrey Sheehan  
Amy Mayer and  
Jim Tully.

**ARTICLE VII**  
**Registered Office and Registered Agent**

The initial registered office of the corporation shall be in Wake County at 150 Fayetteville Street, Box 1011, Raleigh, North Carolina 27601. The initial registered agent of the corporation at such address shall be CT Corporation System.

**ARTICLE VIII**  
**Principal Office**

The mailing address of the initial principal office of the corporation is in Wake County, North Carolina, c/o Duke Realty Corporation at 3005 Carrington Mill Road, Suite 100, Morrisville, North Carolina 27560.

**ARTICLE IX**  
**Dissolution**

The Association may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the State of North Carolina. If the Association is dissolved, the net assets of the Association shall be dedicated to a public body or conveyed to another nonprofit organization with a purpose similar to that of the Association.

**ARTICLE X**  
**Limitation of Director Liability**

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in the Act Sections 55A-2-02(b)(4) or 55A-8-60, or (iv) for any transaction from which the director received an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Act or, by reference, if appropriate, the North Carolina Business Corporations Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act or the amended North Carolina Business Corporations Act, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE XI**  
**Indemnification**

The corporation shall indemnify its officers, directors, employees and agents and shall have the power to purchase and maintain liability insurance on their behalf, to the fullest extent provided in Part 5 of Article 8 of the Act.

**ARTICLE XII**  
**Amendments**

These Articles of Incorporation may be amended as provided in Article 10 of the Act, provided that no amendment shall be in conflict with the Declaration of the corporation.

**ARTICLE XIII**  
**Incorporator**

The name and address of the Incorporator is:

Margaret English, Esquire  
3039 Premiere Parkway, Suite 100  
Duluth, Georgia 30097

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 27<sup>th</sup> day of October, 2011.

By: Margaret English  
Printed: Margaret English  
Title: Incorporator