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**ARTICLES OF INCORPORATION OF GRANDFATHER FARMS DEVELOPMENT
PROPERTY OWNERS' ASSOCIATION, INC., A NONPROFIT CORPORATION**

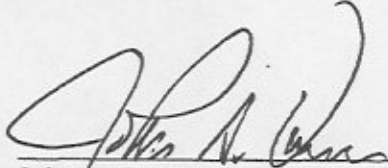
Pursuant to § 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: **GRANDFATHER FARMS DEVELOPMENT PROPERTY OWNERS' ASSOCIATION, INC.**
2. The purposes for which the corporation is organized are to promote the common interests of property owners at Grandfather Farms Subdivision (the "Subdivision"), a planned community development in Watauga County, North Carolina, by receiving the assignment of the rights conferred by the Subdivision's Declaration of Restrictions (as amended) upon, and thereafter exercising the powers vested in and the duties delegated to, the Grandfather Farms Property Owners' Association ("the "Original POA") by the Subdivision's Declaration of Restrictive Covenants, by the provisions of N.C. Gen. Stat. Sections 55A-3-02, by the applicable provisions of N.C. Gen Stat §47F-3-102, and by the corporation's By-Laws, all as amended from time to time.
3. The corporation is a property owners' association within the meaning of §528 of the Internal Revenue Code.
4. The street and mailing address and county of the initial registered office of the corporation are: **136 North Water Street, Boone, NC 28607 (Watauga County)**
5. The name and address of the initial registered agent is: **Turner Law Office, PA.**
6. The street and mailing address and county of principal office of the corporation is:
321 Grandfather Farms Road, Banner Elk, NC 28604 Watauga County
7. The corporation will have members. The corporation's membership is limited to persons or entities who are owners of lots in Grandfather Farms Subdivision, Watauga County, North Carolina, and is automatic with, and appurtenant to, such ownership. Voting power shall be limited to members in good standing as defined and specified in the corporation's By-Laws. No part of the earnings of the corporation shall inure to the benefit of any officer director, or member of the corporation. Upon the dissolution of the corporation, its assets shall be distributed to one or more organizations also qualified as exempt nonprofit property owners' associations within the meaning of Section 528 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. The existence of the corporation shall be perpetual.
9. The name and address of each incorporator is as follows: **John A. Turner, 136 North Water Street, Boone, NC 28607 (Watauga County).**
10. The affairs of the corporation shall be conducted and managed by its Board of Directors in accordance with the corporation's By-Laws. The Board of Directors may from time to time establish rules and regulations governing the use of the Subdivision's roads and other amenities or other property of the corporation or setting forth procedures governing any functions specifically delegated to the Original POA in the Subdivision's Declaration of Restrictive Covenants and thereafter assigned to the corporation. To the fullest extent permitted under the North Carolina Non-Profit Corporation Act as it now exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.
11. Amendments of these Articles may be effected by two-thirds (2/3) majority vote of those Members present in person or by proxy and entitled to vote at any annual meeting or special meeting called for such purpose and featuring a duly constituted quorum. The corporation's By-Laws may be adopted, amended, or rescinded by the vote or written assent of the requisite percentage of the Membership entitled to vote as specified in the corporation's By-Laws.

These articles will be effective upon filing.

This the 27th day of AUGUST, 2015.



John A. Turner, Incorporator