

STATE OF SOUTH CAROLINA )  
 ) AMENDMENT TO ARTICLES  
COUNTY OF HORRY ) OF INCORPORATION

WHEREAS, WoodLake Village Homeowners Association, Inc., was incorporated under the laws of the State of South Carolina on April 20, 1984; and

WHEREAS, the incorporators being Paul Malone, Daniel L. Evans and J. Timothy Jemison desire to substantially amend said Articles of Incorporation of WoodLake Village Homeowners Association, Inc.;

NOW THEREFORE, the undersigned, being all of the incorporators, director and members of WoodLake Village Homeowners Association, Inc do hereby petition the Secretary of State to amend the Articles of Incorporation of WoodLake Village Homeowners Association, Inc., so that henceforth said Articles of Incorporation of WoodLake Village Homeowners Association, Inc. shall be amended so that the entire Articles of Incorporation of WoodLake Village Homeowners Association, Inc. shall henceforth be as follows:

I.

The name of the proposed corporation shall be WoodLake Village Homeowners Association, Inc.

II.

The principal office of the corporation shall be located in South Carolina, but the corporation may maintain offices and transact business in such other places within or without the State of South Carolina as may from time to time

be designated by the Board of Directors. The principal office of the corporation shall be located at WoodLake Village, Inc.

Highway 17 By-Pass South, Murrells Inlet, South Carolina

III.

John P. Henry, whose address is Post Office Box 1533, (211 Beaty Street) Conway, South Carolina, 29526, is hereby appointed the initial registered agent of this corporation.

IV.

The purposes and objectives of the corporation shall be to administer the operation and management of WoodLake Village, a subdivision, (hereinafter referred to as the "Subdivision"), a proposed subdivision project to be established in accordance with the laws of the State of South Carolina. Phase I is more particularly described as follows:

All that certain tract of land located in Socastee Township and shown as Phase I - WoodLake on a map by Sur-Tech, Inc. dated July 1983, and recorded in Plat Book 79 at Page 4, office of the Clerk of Court for Horry County, South Carolina.

WoodLake Village, Inc., Developer of the above described property, intends to and has reserved the right and option to add an additional phase or phases which will become an integral part of WoodLake Village, a subdivision, and in the event any additional phases are added, any and all property shall henceforth become an integral part and be administered by WoodLake Village Homeowners Association, Inc., as provided for herein.

WoodLake Village Homeowners Association, Inc. shall undertake the performance of the acts and duties incident to the administration of the operation and management of said subdivision in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Declaration of Covenants, Conditions and Restrictions as same now exists or are hereinafter supplemented (hereinafter referred to as "the Declaration"), which Declaration will be recorded in the public records of Horry County, South Carolina, at which time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of subdivision ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal as may be necessary or convenient in the administration of said subdivision.

V.

This Association does not contemplate pecuniary gain or profit to any of the members thereof, and the specific

purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residents, lots and common areas within that certain tract of property hereinabove described and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association and for these purposes to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the property which will be recorded in the office of the Clerk of Court for Horry County, South Carolina, and as the same may be amended or supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the cánduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

c. Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise

dispose of real or personal property in connection with the affairs of the Association;

d. Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, convey or hypothecate any and all of the real or personal property as security for money borrowed or debts incurred;

e. Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of class of members, agreeing to such dedication, sale or transfer;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided Eàt any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

g. Levy and collect assessments in accordance with the Declaration and By-Laws of the Association to defray the common expenses of the Association and to exercise all rights and powers under the By-Laws and the Declaration.

f. To enforce the provisions of the Declaration, these Articles of Incorporation and the By-Laws of the Association which are or hereafter adopted, and the rules

and regulations governing the use of the subdivision in accordance with the Declaration;

g. Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of South Carolina, by law may now or hereafter have or exercise.

VI.

Every person or entity which is record owner of a lot which is subject to an assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities 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 which is subject to assessment by the Association.

VII.

The voting rights of the membership shall be appurtenant to the ownership of the lots There shall be two classes of lots with respect to voting rights:

a. Class A Lots. Class A Lots shall be all lots except Class B Lots as the same are hereinafter defined. Voting rights appurtenant to the Class A Lots shall be as follows:

(1). Single-Family Detached Homes. The owner of each lot designated as a lot on which a single-family detached home is or may be constructed shall be entitled to one (1) vote.

(2) Single-Family Attached Cluster Homes. The owner of each lot designated as a lot on which a single-family attached cluster home is or may be constructed shall be entitled to one (1) vote.

(3) Duplex. The owner of each lot designated as a lot on which a duplex is or may be constructed shall be entitled to one (1) vote.

(4) Townhouses-for-Sale. The owner of each lot on which a townhouse-for-sale is or may be constructed shall be entitled to one (1) vote.

(5) Condominium. The owner of each completed condominium unit designated as a Lot as hereinabove provided shall be entitled to one (1) vote. To qualify as "completed", the condominium unit within a multi-family building must either be occupied, available for immediate occupancy, or temporarily unavailable for immediate occupancy on account of repairs, maintenance work or restoration. A lot reserved and designated for development of condominiums but not containing at least two completed private dwelling units shall be allotted one (1) vote. In the event Declarant owns any condominium lot, completed or otherwise, it shall be entitled at all times to vote as herein provided.

(6) Multi-Family Apartment Buildings. The owner of each lot upon which there are constructed multi-family apartment building(s) shall be entitled to three-fourths (3/4) of one vote for each completed apartment dwelling unit

within the apartment building(s) located upon said lot. To qualify as "completed", the apartment dwelling unit within the apartment building must either be occupied, available for immediate occupancy, or temporarily unavailable for immediate occupancy on account of repairs, maintenance work or restoration. A lot reserved and designated for the development of multi-family apartment building(s) but not containing at least two completed apartment dwelling units shall be allotted one (1) vote. So long as Declarant owns any multi-family lots, its voting rights with reference to any such lots shall be determined as provided in this subsection (a) (1).

(7) When more than one person owns an interest (other than a leasehold or security interest) in any lot, all such persons shall be members and the voting rights appurtenant to said lot shall be exercised as they, among themselves, determine. The votes appurtenant to any one lot shall be limited as provided in (1), (2), (3), (4), (5) and (6) above regardless of the number of persons owning an interest in such lot.

b. Class B Lots. Class B lots shall be all lots owned by Declarant which have not been converted to Class A lots as provided in paragraphs (1) or (2) below. The Declarant shall be entitled to three (3) votes for each Class B Lots owned by Declarant.

The Class B lots shall cease to exist and shall be converted to Class A lots:



(1) When the total number of votes appurtenant to the Class A lots equals the total number of votes appurtenant to the Class B lots; provided, that the Class B lots shall be reinstated with all rights privileges and responsibilities, if after conversion of the Class B lots to Class A lots hereunder, additional land containing lots is annexed to the existing property pursuant to Article II, Section 2 in the Declaration; or

(2) On December 31, 1992, whichever event shall first occur.

When the Class B lots cease to exist and are converted to Class A lots, Declarant shall have the same voting rights as other owners of Class A lots.

In the event that the Owner of any lot ceases to occupy the residence located on said lot as his own personal living quarters or in the event that any lot is leased for rental purposes to tenant, then in such event, the vote as expressed by owners of rental lots, including the votes attributable to the owners of multi-family apartment buildings, if voted in a bloc, shall not be entitled to any weight greater than forty-nine (49%) percent on any matter pending before the Association.

#### VIII.

The corporation shall have perpetual existence.

#### IX.

The affairs of the Association shall be managed by a Board of nine Directors, who need not be members of the

Association. Provided, however, the number of members of the first Board of Directors shall be three, and they shall act in the capacity of Directors until the selection of their successors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Paul Malone  
P.O. Box 2101  
Myrtle Beach, South Carolina

Robert Volles  
P.O. Box 2101  
Myrtle Beach, South Carolina

J. Timothy Jemison  
P.O. Box 2101  
Myrtle Beach, South Carolina

At the first annual meeting, the members shall elect three Directors for a term of one year, three Directors for a term of two years and three Directors for a term of three years; and at each annual meeting thereafter the members shall elect three Directors for a term of three years.

X.

The officers of the corporation who shall serve until the first election under these Articles of Incorporation shall be the, following:

Paul Malone -- President  
Robert Volles -- Vice President/  
Secretary  
J. Timothy Jemison -- Secretary/Treasurer

XI.

The first By-Laws of the corporation shall be adopted

by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

XII.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar non-profit purposes.

XIII.

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

XIV.

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration: Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation of WoodLake Village Homeowners Association, Inc., We, the undersigned, constituting the

only Incorporators and Directors of this Association, there being no members, have executed these Articles of Incorporation this 7th day of November, 1984.

This document was signed and witnessed by the following:

Paul Malone (Witnesses: Cheryl Brush and Dale Tricher)

Daniel L. Evans (Witnesses: Linda Dymond and Sybil Wicker)

J. Timothy Jemison (Witnesses: Dale Tricher and Cheryl Brush)