

ARTICLES OF INCORPORATION

OF

WOODLAKE VILLAGE HOMEOWNERS ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

In order to form a corporation under and in accordance with the provisions of the laws of the State of South Carolina for the Formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the proposed corporation shall be:

WOODLAKE VILLAGE HOMEOWNERS ASSOCIATION, INC.

II.

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, and all subsequent phases, to be upon property situate, lying, and being in Horry County, South Carolina, which said property is currently being acquired by WoodLake Village, Inc., in Socastee Township, Horry County, South Carolina.

The Grantor in the Master Deed attached hereto has reserved the right and option to add an additional phase or phases which will become an integral part of WoodLake Village, a subdivision, once appropriate amendments to the Master Deed have been filed as provided in said Master Deed. In the event any additional phases are added as provided in said Master Deed, any and all of said properties shall henceforth become an integral part and be administered by WoodLake Village Homeowner's Associates, Inc., as provided for herein.

The 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 formal Master Deed which will be recorded in the Public Records of Horry County, South Carolina, at the 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. The corporation shall be conducted as a nonprofit organization for the benefit of its members.

### III.

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation including, but not limited to, the following:

(a) To make and establish reasonable rules and regulations governing the use of DWELLINGS and COMMON ELEMENTS in said SUBDIVISION as said terms may be defined in said Master Deed to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Homeowners Association of the subdivision as may be provided in said Master Deed and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including DWELLINGS in said SUBDIVISION, which may be necessary or convenient in the operation and management of the SUBDIVISION and in accomplishing the purposes set forth in said Master Deed.

(c) To maintain, repair, replace, operate and manage the SUBDIVISION and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the Subdivision property.

(d) To contract for the management of the SUBDIVISION and to delegate to such contractor all of the powers and duties of the ASSOCIATION except those which may

be required by the Master Deed to have approval of the Board of Directors or Membership of the Corporation.

(e) To enforce the provisions of said Master Deed, these Articles of Incorporation, the By-Laws of the Corporation which may be hereinafter adopted, and the rules and regulations governing the use of said subdivision property as same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Master Deed aforementioned.

#### IV.

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all DWELLINGS in the SUBDIVISION shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item 5 of Article IV.

2. Membership shall be established by the acquisition of fee-simple title to a DWELLING in the SUBDIVISION, or by acquisition of a fee ownership interest herein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or of his entire fee ownership interest in any DWELLING, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more DWELLINGS, or who may own a fee ownership interest in two or more DWELLINGS, so long as such party shall retain title to or a fee ownership interest in any DWELLING.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his DWELLING. The funds and assets of the Corporation shall be loaned solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Master Deed and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each DWELLING in the SUBDIVISION, which vote may be exercised or cast by the owner or owners of each DWELLING in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one DWELLING,

such member shall be entitled to exercise or cast as many votes as he owns DWELLINGS, in the manner provided by said By-Laws.

5. Until such time as the property described in Article II hereof is submitted to a plan of Subdivision ownership by the recordation of said Master Deed, the Membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

V.

The Corporation shall have perpetual existence.

VI.

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., Post Office Box 289, Murrells Inlet, South Carolina, 29576.

VII.

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the SUBDIVISION and the affairs of the Corporation and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

VIII.

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Board of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the Membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation, or shall be authorized representatives, officers or employees of a

corporate member of the Corporation. Notwithstanding the foregoing, so long as any Phase or Phases of the subdivision project have not been completed, or WoodLake Village, Inc., hereinafter referred to as "OWNER", is the owner of thirty (30%) percent or more of the dwellings then comprising WoodLake Village, a subdivision, then WoodLake Village, Inc., shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Association. Power of the Owner to designate Directors as above referred to shall terminate as provided in the By-Laws and Master Deed of the subdivision regime.

IX.

The Board of Directors shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of-which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and the laws of the State of South Carolina, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Paul Malone  
Post Office Box 2101  
Myrtle Beach, South Carolina 29578

Daniel L. Evans  
Post Office Box 2101  
Myrtle Beach, South Carolina 29578

J. Timothy Jemison  
Post Office Box 2101  
Myrtle Beach, South Carolina 29578

XI.

The subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which Subscribers and their respective post office addresses are more particularly set forth in Article X above.

XII.

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

Paul Malone, President  
Daniel L. Evans, Vice President/Secretary  
J. Timothy Jemison, Secretary/Treasurer

XIII.

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.

XIV.

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or Officer may be entitled.

XV.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the total value of the property in the SUBDIVISION, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members such proposed Amendment or Amendments shall be transmitted to the President of the

Corporation or other Officer of the Corporation in the absence of the President who shall thereupon call a Special Joint Meeting of the members of the Board of Directors of the Corporation and the membership for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such Meeting stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) or more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the total value of the property in the SUBDIVISION in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of South Carolina, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Horry County, South Carolina, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

Notwithstanding the foregoing provisions of this Article XV, no Amendment to these Articles of Incorporation which shall abridge, amend, or alter the right of the OWNER to designate and select members of each Board of Directors of the Corporation, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of the OWNER.

WHEREFORE, your Petitioners pray that the Secretary of State issue to the aforesaid WoodLake Village Homeowners Association, Inc., a corporation, a charter with all rights, powers, privileges and immunities and subject to all of the limitations and liabilities conferred by the Code of South Carolina, and the Acts amendatory thereto.

This Document was signed by:

Paul Malone  
Daniel Evans  
J. Timothy Jemison

And dated on: April 20, 1984