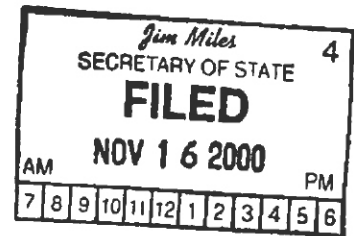


STATE OF SOUTH CAROLINA
SECRETARY OF STATE
JIM MILES
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION



1. The name of the nonprofit corporation is **The Village at Seabrook Property Owner's Association, Inc.**

2. The initial registered office of the nonprofit corporation is: **17 Lockwood Drive, Charleston, Charleston County, South Carolina 29401** and the name of the registered agent of the nonprofit corporation at that office is **John H. Hofford.**

3. Check either (a), (b), or (c) whichever is applicable. Check only one box.
 - a. The nonprofit corporation is a public benefit corporation.
 - b. The nonprofit corporation is a religious corporation.
 - c. The nonprofit corporation is a mutual benefit corporation.

4. Check (a) or (b), whichever is applicable:
 - a. This corporation will have members.
 - b. This corporation will not have members.

5. The address of the principal office of the nonprofit corporation is: **17 Lockwood Drive, Charleston, Charleston County, South Carolina 29401.**

6. If this nonprofit corporation is either a public benefit or religious corporation (box a. or b. of ¶ 3. is checked), complete either (a) or (b), whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.

- a. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) 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 asset not so disposed of shall be disposed of by the court of common pleas 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.
- b. Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to: _____
_____.

7. If the corporation is a mutual benefit corporation (box "c" of ¶ 3. is checked), complete either (a) or (b), whichever is applicable, to describe how the [remaining] assets of the corporation will be distributed upon dissolution of the corporation.

- a. Upon dissolution of the mutual benefit corporation, the [remaining] assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefitting or serving.
- b. Upon dissolution of the mutual benefit corporation the [remaining] assets, consistent with law, shall be distributed to _____
_____.

8. The optional provisions which the nonprofit elects to include in the articles of incorporation are as follows (See § 33-31-202(c) of the 1976 South Carolina Code, the applicable comments thereto, and the instructions to this form):

(a) Purpose. The purpose of the proposed Corporation is to operate a "homeowners association", as defined in Internal Revenue Code ("IRC") § 528(c)(1), which is organized and operated to provide for the acquisition, construction, management, maintenance, and care of association property. Specifically, the association is either (1) a "condominium management association" which means an organization with respect to a condominium project, substantially all of the units of which are used by individuals for residences, as defined in IRC § 528(c)(2), or (2) a "residential real estate management association" as defined in IRC § 528(c)(3) organized with respect to a subdivision, development, or similar area substantially all the lots or buildings of which may only be used by individuals for residences.

No part of the net earnings of the Corporation shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of its members, directors, officers, or other private persons.

This Association does not contemplate pecuniary gain or profit to the Members hereof, and the specific primary purposes for which this Association is formed are to provide for management, administration, maintenance and preservation of the Lots and Common Areas within a certain tract of property situated in the Town of Seabrook Island, Charleston County, South Carolina, and to promote the health, safety and welfare of all the Members and the Association's properties and any additions thereto or expansions thereof as may hereafter be brought within the jurisdiction of this Association for this purpose; all according to that certain Declaration of Covenants and Restrictions for the Village at Seabrook (hereinafter "The Declaration"), recorded or to be recorded in the Office of the Register of Mesne Conveyance for Charleston County, South Carolina.

b. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in a Lot as described in the Declaration which is subject to the Declaration (including the Declarant as described in the Declaration) shall be a Member of the Association. The membership of each Lot Owner shall be appurtenant and may not be separated from ownership of a Lot. An ownership of a Lot shall be the sole qualification for such membership as set forth in the Declaration. In the event that fee title to a Lot is transferred or otherwise conveyed, the membership in the Association which is appurtenant thereto shall automatically pass to such transferee, notwithstanding any failure of the transferor to endorse to the transferee any certificates or evidences of such membership. Any person or entity who holds an interest in a Lot merely as security for the performance of an obligation shall not be a Member of this Association.

c. Voting Rights. Each Owner of a Lot including the Declarant shall be entitled to those voting rights as set forth in the Declaration, as may be subsequently amended pursuant to the terms of the Declaration.

9. The name and address (with zip code) of each incorporator is as follows (only one is required):

John H. Hofford 17 Lockwood Drive
 Charleston, SC 29401

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles: N/A, directors are not named in these Articles.

_____ Signature of director
(only if named in articles)

_____ Signature of director
(only if named in articles)

_____ Signature of director
(only if named in articles)

11. Each incorporator must sign the articles.


_____ Signature of incorporator
John H. Hofford, Incorporator