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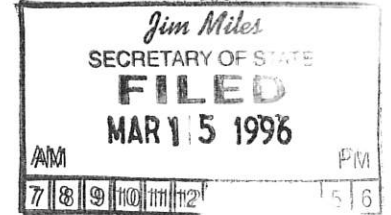
MAR 15 1996

Jim Miles
SECRETARY OF STATE OF SOUTH CAROLINA

SECRETARY OF STATE

NONPROFIT CORPORATION

ARTICLES OF INCORPORATION



1. The name of this corporation is (33-31-401) Duneside Villas II Council of Co-owners, Inc.

2. The initial registered office of the corporation is:

10 Beachwalker Office Park Kiawah Island Charleston
Street Address City County

South Carolina 29455
State, Zip Code

[The complete address is required by SC Code 33-31-202(a)3]

3. The name of the registered agent at the above office is:
Ravenel Associates, Inc., Attention: Ms. Barbara Quinn

4. Check either (a), (b), or (c). Check only one box.

- The nonprofit corporation is a public benefit corporation.
- The nonprofit corporation is a religious corporation.
- The nonprofit corporation is a mutual benefit corporation.

5. Check (a) or (b), whichever is applicable:

- This corporation will have members who will vote for the board of directors. See Section 33-31-202(a)5.
- This corporation will not have members.

6. The address of the principal office of the nonprofit corporation is:

10 Beachwalker Office Park
Street Address

Kiawah Island Charleston SC 29455
City, County, State, Zip Code

[The complete address is required by SC Code 33-31-202(a)7]

7. If the corporation is either public benefit or religious, complete either (a) or (b) below. Do not check both. [This information is required by 33-31-202(a)6]

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.

Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to:

8. If the corporation is a mutual benefit corporation, complete either (a) or (b) to describe how the assets of the corporation will be distributed upon dissolution of the corporation.

Upon dissolution of the mutual benefit corporation, the assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

Upon dissolution of the mutual benefit corporation, the assets, consistent with law, shall be distributed _____

9. Please include any optional provisions which the nonprofit elects to include in these articles of incorporation. See Section 33-31-202(b) through 33-31-202(e).

The purpose of the proposed corporation is to operate and provide for the acquisition, construction, management, maintenance and care for the property of a condominium regime. No part of the net earnings of such organization shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of regime

property and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private member or individual.

The Bylaws of this corporation shall be the Bylaws as amended from time to time as attached to the Master Deed of Duneside Villas II Horizontal Property Regime, recorded in the RMC Office for Charleston County in Deed Book D-124, at Page 104.

10. The name and address of each incorporator is as follows:

Rhonwen L. Newton, 10 Beachwalker Office Park, Kiawah Island,
[This information is required by SC Code 33-31-202(a)4] SC 29455

11. Rhonwen L. Newton
Incorporator's Signature [33-31-202(d)]

12. NA
Signature of any director named in these articles

Director's Name (typed)

3/9/96
Date and Time

CONSENT CERTIFICATE

RE: ORGANIZATION OF CORPORATION

The undersigned, being the initial Incorporator of **Duneside Villas II Council of Co-owners, Inc.** (the "**Corporation**"), a non-profit corporation incorporated under the laws of the State of South Carolina, named and elected in the Written Consent In Lieu of an Organizational Meeting of the Incorporators, hereby adopts the following resolutions in lieu of a formal organizational meeting:

ADOPTION OF BYLAWS

RESOLVED, that this Corporation hereby adopts the Bylaws as attached to the Master Deed of Duneside Villas II Horizontal Property Regime, recorded in the RMC Office for Charleston County in Deed Book D-124, at Page 104.

BANKING RELATIONSHIPS

RESOLVED, that the Corporation shall establish banking relationships with such institutions as specified by the Directors of the Corporation from time to time.

COMPLETION OF INCORPORATION PROCESS

RESOLVED, that the Incorporator of the Corporation is authorized and directed to take all appropriate action to complete all steps necessary to have the Corporation be incorporated and in good standing, to be qualified to conduct its intended business operations, and to be in compliance with all applicable governmental regulations.

The current directors of this Corporation are the directors elected at the last annual meeting of Duneside Villas II Horizontal Property Regime. Future directors shall be as annually elected according to the Bylaws.

This Consent Certificate is executed to be effective this 2nd day of March 1996
1996.

Rhonda L. Newton