

The State of South Carolina

EXECUTIVE DEPARTMENT

CERTIFICATE OF INCORPORATION  
BY THE SECRETARY OF STATE

EXHIBIT "D"

BAKER HOUSE PROPERTY REGIME

(A Condominium)

CHARTER

OF

BAKER HOUSE ASSOCIATION INC.

The undersigned hereby associate themselves for the purpose of forming a non-profit corporation under the laws of the State of South Carolina, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be BAKER HOUSE ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association". *Headquarters is 8 Cumberland St, Charleston, SC 29401.*

ARTICLE II - PURPOSE

The Association is organized for the purpose of providing a form of administration for Baker House, a Horizontal Property Regime (hereinafter called "Regime" or "Condominium"), established by Addlestone/Limehouse, a South Carolina Joint Venture (hereinafter called "Grantor") pursuant to the Horizontal Property Act of South Carolina (hereinafter called the "ACT") on lands located at the southwest corner of Ashley Avenue and Beaufain Street in the City of Charleston, Charleston County, South Carolina, being more particularly described in the Master Deed establishing the Regime.

ARTICLE III - POWERS

The powers of the Association shall include the following provisions:

EXHIBIT "D"  
BAKER HOUSE PROPERTY REGIME  
(A Condominium)  
CHARTER  
OF  
BAKER HOUSE ASSOCIATION INC.

The undersigned hereby associate themselves for the purpose of forming a non-profit corporation under the laws of the State of South Carolina, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be BAKER HOUSE ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association". *Headquarters is 8 Cumberland St, Charleston, SC 29401.*

ARTICLE II - PURPOSE

The Association is organized for the purpose of providing a form of administration for Baker House, a Horizontal Property Regime (hereinafter called "Regime" or "Condominium"), established by Addlestone/Limehouse, a South Carolina Joint Venture (hereinafter called "Grantor") pursuant to the Horizontal Property Act of South Carolina (hereinafter called the "ACT") on lands located at the southwest corner of Ashley Avenue and Beaufain Street in the City of Charleston, Charleston County, South Carolina, being more particularly described in the Master Deed establishing the Regime.

ARTICLE III - POWERS

The powers of the Association shall include the following provisions:

1. The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the laws of South Carolina or the terms of this Charter.

2. The Association shall have all of the powers and duties prescribed for the "Council of Co-Owners" as set forth in the Act, and all such other powers and duties reasonably necessary to operate the Condominium pursuant to the Master Deed, including but not limited to the following:

(a) To make and collect assessments against members as Co-Owners to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace, improve and operate the Condominium Property.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and the Co-Owners.

(e) To reconstruct improvements after casualty.

(f) To make and amend reasonable regulations respecting the use of the Condominium Property; provided, however, that all such regulations and amendments thereto shall be approved by members owning at least 66-2/3% of the Common Elements of the Condominium before such shall become effective.

(g) To enforce by legal means the provisions of the Act, the Master Deed and the regulations promulgated thereunder for the use of the Condominium Property.

(h) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Master Deed to have approval of the Board of Directors of the Association or of the Co-Owners.

(i) To employ personnel to perform the services required for proper operation of the condominium and to terminate such employment.

(j) To foreclose any lien for unpaid assessments in like manner as any mortgagee of real property, as provided in the By-Laws.

3. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in Accordance with the provisions of the Act and the Master Deed.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Act and the Master Deed.

5. The Association will not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any Member, or engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit, and no part of the net earnings of the Association shall inure to the benefit of any private individual. In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the Association, shall be used or distributed exclusively for such purposes as those set forth herein.

6. That the Association holds, or desires to hold, property in common for social and fraternal purposes and is not organized for the purpose of profit or gain to the members, otherwise that is above stated, or for the insurance of life, health, accident or property; and that three days notice in The News and Courier, a newspaper of general circulation published in the County of Charleston, South Carolina, has been given that this Charter would be filed.

#### ARTICLE IV - MEMBERS

The qualification of members, the manner of their admission and voting by members shall be as follows:

1. The Co-Owner of each of the units in the Condominium shall be a Member of the Association, and no other persons or entities shall be entitled to membership. The Association shall have only as many memberships as there are Units, with each Member having a vote equal to the percentage of his right to share in the Common Elements of the Condominium as set forth in the Master Deed and in accordance with the Act. Voting rights will be exercised in the manner provided by the By-Laws of the Association.

2. Change of membership in the Association shall be established by the recording in the R.M.C. Office for Charleston County, South Carolina, of a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Association of a certified copy of such instrument, the new Co-Owner designated by such instrument thereby becoming a Member of the Association. The membership of the prior Co-Owner shall be thereby terminated.

#### ARTICLE V - DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than two Directors, prior to the first election of Directors and not less than three Directors after such election.

2. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

3. The first election of Directors shall not be held until after all of the Units of the Condominium have been sold by the Grantor, until January 1, 1985, or until Grantor elects to terminate its control of the Condominium, whichever shall first occur. The Directors herein named shall serve until the first election of Directors, and any vacancies in their number occurring before the first

**The State of South Carolina**  
EXECUTIVE DEPARTMENT

**CERTIFICATE OF INCORPORATION**  
BY THE SECRETARY OF STATE

WHEREAS,

two or more of the officers or agents appointed to supervise or manage the affairs of

which has been duly and regularly organized, did on the \_\_\_\_\_ day of \_\_\_\_\_, A. D. 19\_\_\_\_, file with Secretary of State a written declaration setting forth:

That, at a meeting of the aforesaid organization held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That, the said organization holds, or desires to hold property in common for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain to the members, otherwise than is above stated, nor for the insurance of life, health, accident or property; and that three days' notice in the \_\_\_\_\_, a newspaper published in the County of \_\_\_\_\_, has been given that the aforesaid Declaration would be filed.

AND WHEREAS, Said Declarants and Petitioners further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is

THIRD: The place at which it proposes to have its headquarters or be located is

FOURTH: The purpose of the said proposed Corporation is

FIFTH: The names and residences of all Managers, Trustees, Directors or other officers are as follows:

SIXTH: That they desire to be incorporated:

NOW, THEREFORE, I, JOHN T. CAMPBELL, Secretary of State, by virtue of the authority in me vested, by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the said organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by said Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

GIVEN under my hand and the seal of the State, at Columbia, this \_\_\_\_\_ 5th \_\_\_\_\_ day of April in the year of our Lord one thousand nine hundred and \_\_\_\_\_ 83 \_\_\_\_\_ and in the two hundred and \_\_\_\_\_ seventh \_\_\_\_\_ year of the Independence of the United States of America.

JOHN T. CAMPBELL,  
Secretary of State.