



STATE OF SOUTH CAROLINA

COUNTY OF CHARLESTON

HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

RECORDING OF DOCUMENTS PURSUANT TO THE SOUTH CAROLINA HOMEOWNERS ASSOCIATION ACT (S.C. CODE ANN. §§ 27-30-110 TO -170):

1. HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. ARTICLES OF INCORPORATION
2. BYLAWS OF HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.
3. HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. CORPORATE RESOLUTION: APPLICATION OF PAYMENTS POLICY

CROSS REFERENCE: DECLARATION OF COVENANTS AND RESTRICTIONS FOR HOBCAW CREEK PLANTATION recorded in **Deed Book 172 at Page 081**.

WHEREAS, the South Carolina Homeowners Association Act (S.C. Code Ann. §§ 27-30-110 to -170) requires Homeowners Associations to record Governing Documents, Rules, Regulations, and amendments thereto; and

WHEREAS, the Declaration of Covenants and Restrictions for Hobcaw Creek Plantation was recorded on January 29, 1988 in the Office of the Register of Deeds for Charleston County in **Deed Book 172 at Page 081** (as amended and supplemented, the "**Declaration**"); and

WHEREAS, pursuant to the Declaration, Hobcaw Creek Plantation Property Owners Association, Inc. is the Homeowners Association for the Hobcaw Creek Plantation subdivision; and

WHEREAS, Hobcaw Creek Plantation Property Owners Association, Inc. desires to comply with the recording requirements of the South Carolina Homeowners Association Act by recording its Governing Documents, Rules, and Regulations, as amended, that have not already been recorded; and

NOW THEREFORE, in accordance with the foregoing, Hobcaw Creek Plantation Property Owners Association, Inc. does hereby record the following to comply with the recording requirements of the South Carolina Homeowners Association Act:

1. HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. ARTICLES OF INCORPORATION, attached as Exhibit "A"

2. **BYLAWS OF HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**, attached as **Exhibit "B"**
3. **HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. CORPORATE RESOLUTION: APPLICATION OF PAYMENTS POLICY**, attached as **Exhibit "C"**

IN WITNESS WHEREOF, Hobcaw Creek Plantation Property Owners Association, Inc. has by its duly authorized officer set its hand and seal this 4th day of January, 2019.

[SIGNATURE PAGE TO FOLLOW]

SIGNED SEALED AND DELIVERED
in the presence of:

Kelli Becker
(witness #1)

V. Van Buren
(witness #2)

HOBCAW CREEK PLANTATION PROPERTY
OWNERS ASSOCIATION, INC.

By: Susan Reubish (L.S.)

Print Name: Susan Reubish

Its: Treasurer

STATE OF SOUTH CAROLINA)
)
COUNTY OF CHARLESTON)

ACKNOWLEDGEMENT

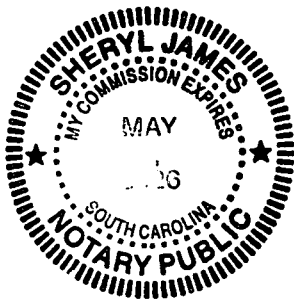
I, Sheryl James, Notary Public for the State of South Carolina, do
hereby certify that Hobcaw Creek Plantation Property Owners Association, Inc., by
Susan Reubish, its Treasurer, personally
appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 4th day of Jan., 2019.

[Signature] (L.S.)

Notary Public for South Carolina

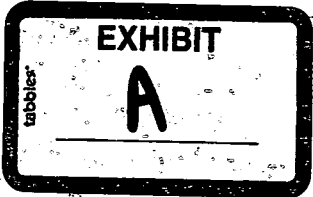
My Commission Expires: May 9, 2026



CERTIFIED TO BE A TRUE AND CORRECT COPY
 AS TAKEN FROM AND COMPARED WITH THE
 ORIGINAL ON FILE IN THIS OFFICE

Dec 21 2018
 REFERENCE ID: 261196

Mark Hammond
 SECRETARY OF STATE OF SOUTH CAROLINA



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 SECT OF STATE OF SOUTH CAROLINA

| The undersigned declarants and petitioners. | |
|---|---|
| NAME | STREET ADDRESS AND CITY |
| Leonard L. Long, Jr. | 92 Broad St., Charleston, SC 29401 |
| Robert E. Miller, Jr. | 755 Hwy. 17 By-Pass, Mt. Pleasant, SC 29464 |

being two or more of the officers or agents appointed to supervise or manage the affairs of
Hobcaw Creek Plantation Property Owners Association, Inc.

which has been duly and regularly organized for the purposes hereinafter to be set forth, do affirm and declare:
 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 a 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, or for the insurance of life, health, accident or property; and that the three days' notice in the News & Courier/Evening Post a newspaper published in the County of Charleston has been given that the aforesaid Declaration would be filed.

The said Declarants and Petitioners further declare and affirm:
 FIRST. Their names and residences are as above given.
 SECOND. The name of the proposed Corporation is Hobcaw Creek Plantation Property Owners Association, Inc.
 THIRD. The place at which it proposes to have its headquarters or to be located is 92 Broad Street in the City of Charleston
 (Street and Number)
 FOURTH. The purpose of the said proposed Corporation is See attached Exhibit "A"

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

| NAMES | TITLE | ADDRESS |
|------------------------------|-----------------|---|
| <u>Leonard L. Long, Jr.</u> | <u>Director</u> | <u>92 Broad Street</u> <u>Charleston, SC 29401</u> |
| <u>Robert E. Miller, Jr.</u> | <u>Director</u> | <u>755 Hwy. 17 By-Pass</u> <u>Mt. Pleasant, SC 29464</u> |

SIXTH. That they desire to be incorporated in perpetuity (number of years) _____.
 Wherefore your petitioners pray that the Secretary of State do issue to the aforesaid
Hobcaw Creek Plantation Property Owners Association, Inc.
 (Repeat Name of Association)

A Certificate of Incorporation, with all rights, powers, privileges and immunities, and subject to all the limitations and liabilities conferred by Title 33, Chapter 31, 1976 Code, and Acts amendatory thereto, to provide for the incorporation of Religious, Educational, Social, Fraternal or Charitable Churches, Lodges, Societies, Associations, or Companies, and for amending the Charters of those already formed and to be formed.

(Sign here) *Robert E. Miller, Jr.*

Date Feb 22 19 88

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Dec 21 2018

REFERENCE ID: 261795

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

INSTRUCTIONS

FILING FEES—Churches, Religious Organizations, Religious Societies, Religious Institutions and Volunteer Fire

Departments..... \$3.00
Other Non-profit Corporations..... \$13.00

All fees are payable to the Secretary of State.

Two petitioners are all that is required.

State the purpose of your organization tersely in general terms. Do not attempt to include therein matter that should go into your by-laws, or specifically ask for certain powers granted under the law to all corporations-such as the right to buy and hold property, to have a common seal, etc.

SHOULD ASSOCIATION BE OTHER THAN A CHURCH, HAVE THE SHERIFF ENDORSE THE PETITION.

THE AFFIDAVIT BELOW MUST BE COMPLETED BEFORE THE CHARTER WILL BE ISSUED.

AFFIDAVIT EXECUTED AS A PART OF THE DECLARATION AND PETITION FOR INCORPORATION OF A PROPOSED CORPORATION NAME HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

STATE OF SOUTH CAROLINA)

)

COUNTY OF CHARLESTON)

The undersigned Leonard J. Long, Jr. and Robert E. Miller, Jr.

do hereby certify that they are the officers or persons signing the petition for incorporation of a non-profit corporation having no capital stock, that all the facts in the petition are true and correct and that the corporation will not operate for a profit for itself or any of its members.

Robert E. Miller

Robert E. Miller

Sworn to before this 22nd

day of February, 19 88

Aritia W. Boyle

Notary Public for South Carolina

My commission expires 10-14-93

FIRST REPORT AND CHECK IN THE
AMOUNT OF \$10.00 PAYABLE TO S. C.
TAX COMMISSION MUST ACCOMPANY
THIS PETITION FOR INCORPORATION.

NOTICE: IF IT IS FOUND THAT THE CORPORATION IS OPERATED FOR PROFIT, THIS MAY BE GROUNDS FOR REVOCATION OF CHARTER

SHERIFF'S SIGNATURE

PLEASE MAIL THIS APPLICATION WITH CORRECT REMITTANCE TO: SECRETARY OF STATE
P. O. BOX 11350, COLUMBIA, SOUTH CAROLINA 29211

Dec 21 2018

REFERENCE ID: A61196

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

EXHIBIT A

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Owners' Lots and Common Areas within that certain tract of property described as:

and to promote the health, safety and welfare of the resident owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the R.M.C. Office for Charleston County and as the same may be amended 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 conduct 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, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;

Dec 21 2018

REFERENCE ID: A64898

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

(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 members, agree 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 property or 'ommon Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class member;

(g) have and to exercise any or all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of South Carolina by law or may now or hereafter have or exercise.



**BYLAWS OF
HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

These are the Bylaws of the **HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**, a South Carolina non-profit corporation (the "Association"). The principal office of the Association shall be located at 7301 Rivers Ave Suite 245, North Charleston, SC 29406, but meetings of Members and Directors may be held at such places as may be designated by the Board of Directors from time to time.

ARTICLE II

DEFINITIONS

The capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the *Declaration of Covenants and Restrictions for Hobcaw Creek Plantation* dated January 29, 1988 and recorded in the Office of the Register of Deeds for Charleston County, South Carolina in Deed Book 172 at Page 081 (as the same may be amended or modified from time to time, the "Declaration"). The Declaration is incorporated herein by this reference and made a part hereof.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to (i) maintain and administer the Common Areas and Recreational Amenities; (ii) provide any common services and to administer and enforce the covenants, conditions and restrictions contained in the Declaration; and (iii) to promote the health,

safety and welfare of the Owners within the Subdivision or Additional Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform, or delegate to an appropriate person or entity the authority to perform, all of the duties and obligations of the Association, including the establishment and amendment of additional rules and regulations governing the use of the Common Areas, Recreational Amenities, and Lots, including the establishment of fines for the infraction thereof, as set forth in the Declaration;

(b) Have and exercise any and all powers, rights, and privileges which a corporation organized under the South Carolina Nonprofit Corporation Act (S.C. Code Annotated §§ 33-31-101, *et seq.*) (the "Act") may now or hereafter have or exercise, including the right to enter into agreements with other associations and entities for the management and maintenance of the common areas of such associations or entities; and

(c) Fix, levy, collect and enforce payment by any lawful means, all Assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith; and pay all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes, and governmental charges levied or imposed against the Subdivision;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of small portions of real or personal property including, but not limited to the Common Areas and Recreational Amenities, as determined advisable by the Board of Directors;

(e) Borrow money, mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property including, but not limited to the Common Areas and Recreational Amenities, as security for money borrowed or debts incurred; provided that any such borrowing of money, mortgage, pledge, deed in trust or hypothecation, shall have been approved by the affirmative vote of the holders of not less than a majority of the votes of the Members present or represented at a duly called meeting at which a quorum is present;

(f) Annex additional residential property and Common Areas into the Subdivision; provided that any such annexation shall have been approved by the affirmative vote of the holders of not less than a majority of the votes of the Members present or represented at a duly called meeting at which a quorum is present;

(g) Make, by decision of the Board of Directors, and subject to applicable law, any election of a fiscal year for the Association, as the Board of Directors shall determine from time to time;

(h) Provide and maintain liability and hazard insurance covering improvements and activities on the Common Areas and Recreational Amenities to be procured by and in amounts established by the Board of Directors in its sole discretion and with insurance companies licensed to do business in South Carolina; and

(i) Provide any and all service necessary or desirable in the judgment of the Board of Directors of the Association to carry out the Association's obligation and business under the terms of this Declaration.

ARTICLE IV

MEMBERSHIP; MEETINGS OF MEMBERS; VOTING

Section 4.1 Membership. The Association shall have two (2) classes of membership, Class "A" and Class "B," as more fully set forth in the Declaration.

Section 4.2 Annual Meetings. Annual meetings of the Members shall be held at a time, date and place established by the Board of Directors each year so long as no annual meetings of the Members shall be scheduled on a legal holiday.

Section 4.3 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or as otherwise prescribed under the Act. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

Section 4.4 Notice of Meetings.

(a) Written notice specifying the time, date and place of the meeting of the Members and, in the case of a special meeting, the purpose(s) for which the special meeting is called, shall be given by any fair and reasonable manner. The mailing of a copy of such notice of a special or annual meeting by first class mail or registered mail, postage prepaid, at least ten (10) days (or if notice is mailed by other than first class or registered mail, at least thirty (30) days) and not more than sixty (60) days before such meeting date to each Member entitled to vote at the meeting, including the Developer, addressed to the Members' address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice shall be considered fair and reasonable.

(b) The notice requirement may be waived by a Member before or after the date and time of the meeting as stated in the notice. The waiver must be in writing, be signed by the Member

and be delivered to the Association for inclusion in the minutes of the meeting; provided that the attendance by a Member at a meeting waives notice unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

(c) If a meeting of Members is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if (i) the new date, time, or place is announced at the meeting before adjournment; and (ii) the record date fixed pursuant to Section 4.10 for the adjourned meeting is not changed for the new meeting (either voluntarily by the Board of Directors or as required under the Act).

Section 4.5 Quorum. The presence at a meeting, whether in person or by proxy, of Members entitled to cast ten percent (10%) of the total votes of the Members of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If a quorum is not present or represented at any duly called and noticed meeting, the Members present at the meeting may, by majority vote, adjourn the meeting without further notice to a new date, time and place and the quorum requirement at such new meeting shall be reduced to five percent (5%) of the total votes of the Members of the Association. Nothing herein shall prohibit any such new meeting to be held at a later time on the same date and in the same place as the originally noticed meeting.

Section 4.6 Proxies. Votes may be cast in person or by proxy. All appointments of proxies shall be by written appointment form, signed either personally or by an attorney-in-fact and filed with the Secretary prior to the vote being taken at the meeting in the case of a vote that is taken at a scheduled meeting (or such other time set out on the appointment form or meeting notice) and by the deadline established by the appropriate notification of a vote to be taken in any other manner. Except as otherwise allowed herein or by written authorization of the Board of Directors of the

Association, no appointment form shall confer on the proxy a broader authority than to vote on the matter(s) or at the meeting(s) than is defined on the appointment form. Every proxy shall be revocable at the pleasure of the Owner issuing it, up to the time that the vote for which it was issued is cast. A proxy shall automatically terminate and cease to be effective upon (i) the Member attending any meeting and voting in person, (ii) conveyance by the Member of such Member's Lot, (iii) receipt by the Secretary or other officer or agent authorized to accept proxies of a written notice, signed by the Member, revoking the proxy, or (iv) receipt by the Secretary or other officer or agent authorized to accept proxies of notice of the death of the Member prior to the proxy casting a vote.

Section 4.7 Parliamentary Rules. Robert's Rules of Order (latest edition) or such other rules as the Board of Directors may adopt shall govern the conduct of corporate proceedings when not in conflict with the Declaration, the Articles of Incorporation, these Bylaws or with the laws of the State of South Carolina.

Section 4.8 Failure to Hold Meetings. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of a corporate action.

Section 4.9 Authorization to Vote and Notice by Owner. It shall at all times be the responsibility of any Lot Owner to keep current with the Association, the name and address of the person authorized to cast the vote assigned to that Lot and to receive notification from the Association as to any meetings which the Association may be required to send. Proof of the authority to receive notice and to vote shall be presented to the Association in the form of a certificate signed by all of the Owners of the Lot. Such certificate shall be deemed valid until revoked by a subsequent certificate.

Section 4.10 Record Date. The Board of Directors shall set the record date for determining the Members entitled to notice of a Members' meeting; to vote at a Members' meeting; and to exercise any rights in respect of any other lawful action. The record date shall not be more than seventy (70) days before the meeting or action requiring a determination of the Members occurs.

Section 4.11 Voting Requirements. Unless otherwise required in these Bylaws, the Declaration, the Articles of Incorporation, the Act or other applicable law, the affirmative vote of the holders of a majority of the votes of the Members present or represented at a duly called meeting at which a quorum is present or represented, which affirmative vote also constitutes a majority of the required quorum, is the act of the Members.

Section 4.12 Action by Written or Electronic Ballot.

(a) Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Association delivers a written or electronic ballot to every Member entitled to vote on the matter.

(b) A written or electronic ballot shall (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.

(c) Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) All solicitations for votes by written or electronic ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals

necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the corporation in order to be counted.

Section 4.13 Action by Written Consent. Any action required or permitted to be approved by the Members may be taken without a meeting if the action is approved by Members holding at least eighty percent (80%) of the votes of all Members of the Association. The action must be evidenced by one or more written consents describing the action taken, signed by those Members representing at least eighty percent (80%) of the votes of all Members of the Association, and delivered to the Association for inclusion in the minutes or filing with the corporate records. Written notice of Member approval pursuant to this section must be given to all Members who have not signed the written consent. If written notice is required, Member approval pursuant to this section is effective ten (10) days after the written notice is given.

ARTICLE V

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 5.1 Number & Types. The affairs of the Association shall be managed by a Board of Directors of not fewer than seven (7) Directors, who must be Members of the Association. The Association, by the affirmative vote of the holders of a majority of the votes of all Members of the Association, may increase or decrease the number of Directors of the Association so long as there are never fewer than seven (7) Directors at any given point; provided that at the time any such change in the number of Directors is made, the Members shall have the authority to determine the appropriate terms of the new or remaining Directors consistent with the intent of these Bylaws with respect, in particular, to the staggered terms of the Directors as set forth in Section 5.2 and Section 6.2 below. All Directors must be Members in good standing with the

Association, who reside full-time in the Subdivision, in order to seek election to, or continue to hold a position on, the Board of Directors.

Section 5.2 Term of Office. Directors shall serve one (1) year terms.

Section 5.3 Removal.

Director(s) elected by the Members may be removed from the Board of Directors, with or without cause, by the affirmative vote of the holders of a majority of the votes of all Members of the Association.

(c) Any Director(s) who is a Member and who is not in good standing with the Association, or who misses two (2) consecutive Board meetings (unless such absence shall have been excused by the President of the Association or other person(s) authorized to do so), may be removed from the Board of Directors by the remaining Directors and replaced in accordance with these Bylaws. The Board of Directors must give the Director at least five (5) days' notice in advance of the Board of Director's vote to remove the Director under this subsection (c).

(d) In the event of the death, resignation, or removal of a Director between annual meetings, the President may appoint an interim Director from among the Members, and shall serve for the unexpired term of his predecessor.

Section 5.4 Voting Rights. Each Directors shall have one (1) voting right on behalf of the Association.

Section 5.5 Compensation. Upon the majority vote of the Board of Directors, the seven (7) elected Directors shall be compensated annually in an amount equal to the value of the current regular Assessments due upon the approval of a majority of the Board of Directors. In the event the Association would become financially unstable after payment of such compensation, or in the event the Association's tax status as a Nonprofit Association would be in jeopardy, such compensation

shall be suspended until the Association could remain financially stable and retain its tax status after payment of said compensation, as determined by a majority vote of the Board of Directors. Such compensation shall be made in the form of a check paid to the each Director upon the completion of each term. Directors are not alleviated from their obligations as Members to pay regular and special Assessments as they become due. The Association shall be responsible for completing the necessary state and tax forms in connection with this compensation, including but not limited to a IRS 1099 Form. Compensation of any other Director, officer or committee members, shall require the affirmative vote of a majority of the votes of all Members of the Association. This provision shall in no way require the Members approval of or preclude the Board of Directors from contracting with and/or compensating an employee or contractor of the Association.

Section 5.6 Action Taken Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by unanimous written consent of the Directors. The action must be taken by one or more written consents describing the action taken, and must be included in the minutes filed with the corporate records. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 6.1 Nomination. Except when Directors are appointed or replaced by the Board of Directors, nomination for election for the Board of Directors shall be made by a nominating committee or as specified in guidelines set forth by the Board of Directors. For purposes of any and all annual meetings, at least one (1) member of the nominating committee shall be a Director. The nominating committee shall be appointed by the Board of Directors. Members of the nominating

committee shall serve from the close of the annual meeting until the close of the next annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Such nominations may be made from among Members only. Nominations shall not be made or denied based on an individual's race, nationality, religion, gender, sexual preference, or identity.

Section 6.2 Election. Unless otherwise agreed by the affirmative vote of the holders of a majority of the votes of Members present or represented at a duly called meeting at which a quorum is present, election to the Board of Directors shall be by secret ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws and the Declaration. The term of any Director shall be automatically extended and shall not expire until the annual meeting at which a successor for that Director is elected or appointed. The nominee(s) receiving the largest number of votes shall be elected. If no nominees are nominated pursuant to these Bylaws, the Director(s) shall be appointed by the current Board of Directors. Cumulative voting (i.e., voting more than one (1) time for any Director), is not permitted under any circumstance.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 7.1 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or more frequently, and at dates, times and places determined by a majority of the Board of Directors. Unless the Board of Directors retires to an executive session, the meetings shall be open to the Members of the Association. Without the approval of all of the Directors, no meeting shall fall upon a legal holiday. At least seventy-two (72) hours' notice is required for any regular meeting,

communicated or served personally, by mail, by telephone, or by email to each Director, unless waived in writing by the Director or by attendance of the meeting without objection or participation. Notice of regular meetings of the Board of Directors shall be posted publically on the Association reader board.

Section 7.2 Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association or three (3) Directors, after not less than seventy-two (72) hours' notice is given, either personally, by mail, by telephone, or by email, to each Director, unless waived in writing by the Director or by attendance of the meeting without objection or participation.

Section 7.3 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business by the Board of Directors. Every act or decision authorized by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board of Directors.

ARTICLE VIII

POWERS, DUTIES AND REQUIREMENTS OF THE BOARD OF DIRECTORS

Section 8.1 Powers. The Board of Directors, When Empowered, shall have the power, but not the obligation, to perform, in their sole discretion, such duties as authorized by the Declaration, to include, but not be limited, to:

(a) Adopt, amend and publish rules and regulations of the Association governing (i) the Subdivision, including the use and maintenance of the Common Areas, Recreational Amenities, and individual Lots, as well as any improvements, facilities, or structures that may be placed or constructed thereon; (ii) the personal conduct of the Members and their guests while within the Subdivision; and (iii) the establishment fines and penalties for the infraction thereof;

(b) Suspend the voting rights, the right to use the Common Areas and Recreational Amenities, and the services provided by the Association, including without limitation architectural review services, of a Member during any period in which such Member shall be in default in the payment of any Assessment, or fine, levied by the Association or for any other violation of the Declaration or the rules and regulations;

(c) Exercise for the Association of all of the powers, duties, and authority vested in, reserved or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a Director to be vacant in the event such Director (i) is absent from three (3) consecutive regular meetings of the Board of Directors unless such absence shall have been excused by the President of the Association or other person(s) authorized to do so, or (ii) is not in good standing as a Member of the Association, including without limitation failure to pay any Assessments when due;

(e) Employ a manager, an independent contractor, Treasurer of the Association or such other employees as they may deem necessary, to prescribe their duties;

(f) Levy Assessments and to collect from the Members all costs of collection, including but not limited to court costs and reasonable attorney fees, for all infractions of the Association's Regulations, the Architectural Guidelines, the Declaration, Articles of Incorporation and/or these Bylaws;

(g) Grant easements or waivers to or enter into licenses with Lot Owners in the Community with respect to encroachments on the Common Area and other violations of the Declaration or the rules and regulations; and

(h) Delegate, in part or in whole, to any employee, agent, director, officer, contractor, manager or other appropriate entity, any power or authority given to the Board of Directors by the Declaration or these Bylaws.

Section 8.2 Duties. It shall be the responsibility of the Board of Directors to:

- (a) Comply with the requirements of the Act regarding annual meetings;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) Perform such other duties as required by the Declaration, the Articles of Incorporation or these Bylaws, including but not limited to, attending meetings as scheduled and participating in the decision making process, and be aware of the state of affairs of the Association and assist in any other management duties as necessary and appropriate;
- (d) Take legal action where it is deemed prudent and to be in the best interest of the Association by the Board of Directors, including but not limited to (i) filing a lawsuit to enforce the Declaration, Bylaws, or rules and regulations and seeking recovery of damages therefrom; (ii) pursuing foreclosure of the lien against any Lot for which Assessments or fines are not paid within thirty (30) days after the due date; and/or (iii) to bring an action at law against the Owner(s) personally obligated to pay the same as provided in the Declaration, Bylaws, or the rules and regulations of the Association;
- (e) Procure and maintain liability and hazard insurance covering improvements and activities on the Common Areas and Recreational Amenities to be procured by and in amounts established by the Board of Directors in its sole discretion and with insurance companies licensed to do business in South Carolina;

(f) Cause and pay for all officers or employees having fiscal responsibilities to be bonded, if and as it may be deemed appropriate by the Board of Directors;

(g) Cause the Common Areas and Recreational Facilities to be maintained.

Section 8.3 Public Statements. With the exception of the President, no individual Director, officer, committee, or committee member shall take any public action, or have the authority to represent themselves as speaking on behalf of the Board of Directors or the Association, unless authorized, in writing, by the President.

Section 8.5 Code of Conduct:

(a) Directors are responsible for discharging their duties in good faith and in the best interest of the Association.

(b) Directors shall not use their positions to obtain business or employment or to solicit gifts or other remuneration (except for payment or reimbursement for their services as a Director), for themselves, their family, or associates.

(c) Directors shall have the affirmative obligation to disclose any possible conflict of interest (as defined by the Act) in matters that come before the Board of Directors. The disclosure shall be made prior to any discussion of the issue and shall be included in the minutes of the meeting. A Director shall not vote on issues where a conflict of interest exists, and may be asked to refrain from participating in discussions and/or leave a meeting by a majority of those Directors who do not have a conflict.

(d) Directors may support or endorse political parties or candidates individually, however, the Board of Directors, nor any group of Directors may directly or implicitly represent that the Association endorses or supports a political party or candidates for public office.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 9.1 Enumeration of Officers. The officers of this Association shall be a President, Vice President, Treasurer, Secretary, and three (3) Directors-at-Large, and any other officers as the Board of Directors may from time to time by resolution create. Compensation for the officers and the employees of the Association shall be fixed by the Board of Directors. The Board of Directors may employ a Director as an employee of the Association and may contract with and thereafter compensate that Director for the management of the Association.

Section 9.2 Appointment of Officers. All officers shall be appointed by the Board of Directors. A first time Director may not be appointed as President during his or her first term on the Board of Directors.

Section 9.3 Term. Officers of the Association shall be appointed annually by the Board of Directors, and each shall hold office for one (1) year unless such officer shall resign, be removed, or otherwise be disqualified to serve. A Director can serve as President for up to two (2) consecutive years, so long as they are re-elected by the Members to serve as a Director and appointed by the majority of the Board of Directors to serve as President. A Director can serve as President for an additional (1) year term, so long as they are re-elected by the Members to serve as a Director and unanimously appointed by the Board of Directors to serve as President for the additional term. In no event shall one Director serve as President for more than three (3) consecutive years.

Section 9.4 Special Appointments. The Board of Directors may appoint such other officers, agents, or entities to perform duties on behalf of the Association. The Board of Directors shall determine, in its sole discretion, the authority, duties and compensation of such other officers, agents, or entities and the period of time such other officers, agents and entities

shall perform such duties. The Board of Directors may remove such other officers, agents, or entities in its sole and absolute discretion.

Section 9.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.6 Vacancies. In the event the office of President becomes vacant for whatever reason, the Vice President (if eligible to serve), shall fill the vacancy and serve the remainder of the term as the President and the Vice President office shall be filled from among the other Board of Directors. In the event that Vice President should choose not to fill the position of President when it becomes vacant, the majority of the Board of Directors may appoint a new President from amongst themselves. Any other vacancies may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 9.7 Multiple Offices. No person may hold more than one (1) office at the same time, except in the case of special offices created pursuant to Section 9.4.

Section 9.8 Duties. The duties of the Officers are as follows:

(a) President. The President shall (i) preside at all meetings of the Members and the Board of Directors; (ii) see that the orders and resolutions of the Board of Directors are carried out; (iii) sign all contracts, leases, mortgages, promissory notes, deeds and other written instruments on behalf of the Association; (iv) be authorized, in addition to the Treasurer and any other authorized

parties, to sign on all Association checking account; (v) serve as the primary contact person for the Association, including, but not limited to the media, legal counsel and the property management company; (vi) direct the property management company for the benefit of the Association..

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors. In addition, the Vice President is responsible for overseeing all pool operations, including but not limited to, vendor relations; as well as helping to find solutions to problems pertaining to the safety and well-being of the residents of the Subdivision by working with the Community Standards Director.

(c) Secretary. The Secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; (ii) keep any corporate seal obtained by the Association and affix it on all papers requiring said seal; (iii) oversee the service of notice of meetings of the Board of Directors and of the Members; (iv) oversee the current record keeping showing Members of the Association together with their addresses and standing in the Association; (v) authenticate the records of the Association as necessary; (vi) overseeing and maintaining all membership announcements, the Association website, e-mail broadcasts and reader board messages placed within the Subdivision; (vii) overseeing the preparation and distribution of a newsletter to the Members; (viii) and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall (i) oversee, review and audit the current book keeping, operating budget, and other financial records of the Association; (ii) prepare monthly financial reports for the Board of Directors; (iii) oversee and work with the property management company to create accurate financial records for the Association; (iv) receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the

Board of Directors; (v) if authorized by the Board of Directors to do so, shall sign all checks, promissory notes and other financial instruments of the Association; (vi) oversee and assist with the short and long-term capital planning; and (vii) and keep any other financial records and assist with any other financial matters of the Association as the Board of Directors may require. The Board of Directors may employ an independent management company, or such other employees as they may deem necessary, to serve as the Treasurer.

(e) Directors-at-Large. The Directors-at-Large shall establish and oversee volunteer committees within the Association; and shall perform such other duties as may be required of them by the Board of Directors. One Director-at -Large shall be assigned to one of the following offices:

(i) Facilities, Improvement, and Beautification Director: The Facilities Improvement, and Beautification Director oversees all Association physical structures and venues to ensure safety and operational function; oversees the Association landscape and maintenance contracts; is responsible for sourcing and recommending landscape and maintenance contract on an annual basis; and responsible for making recommendations for repairs and improvements to the physical assets of the Association.

(ii) Community Standards Director: The Community Standards Director shall be the Chairperson of the Architectural Review Board of the Association, and is responsible for reviewing and investigating proposals presented to the Architectural Review Board and making a determination pursuant to the covenants and restrictions contained in the Declarations. In addition the Community Standards Director shall work with the Vice President to find solutions to problems pertaining to the safety and well-being of the residents of the Subdivision.

(iii) Social/Activities Director: The Social/Activities Director is responsible for planning and directing adult and youth social events and activities as approved by the Board of Directors and is responsible for establishing committees to carry out the above duties.

Section 9.9 Immediate Past President. The Immediate Past President shall serve as an ex officio member of the Board of Directors for the primary purpose of serving as an advisor and consultant and historian for the Board of Directors. The Immediate Past President has no voting right on the Board of Directors, is not entitled to receive notice or to attend meetings of the Board of Directors, and is not entitled to receive any compensation as provided herein.

ARTICLE X

COMMITTEES

In addition to the right to appoint an Architectural Review Board pursuant to Article VII, Section 7.2 of the Declaration, the Board of Directors by majority vote may appoint other committees as deemed appropriate, including the establishment of a nominating committee as contemplated herein, or special committees to assist Officers with their obligations to the Board of Directors. Compensation for committee members, if any, and for any employees of the Association assigned to or hired by these committees, shall be fixed or approved by the Board of Directors.

ARTICLE XI

BOOKS AND RECORDS

The books and records of the Association, required to be made available to the Members by the Act, shall at all times, during reasonable business hours and by appointment, be subject to inspection at the office of the Association and/or copying by an Member upon compliance with the Act. The Association may charge reasonable fees for the time and cost incurred in providing the records for inspection or copies of the books and records. In lieu of inspection and at the

option of the Association, it may provide copies of the requested books and records to the Member either electronically or by paper copies, at the Member's cost.

ARTICLE XII

FUNDS AND BONDS

Section 12.1 Payments and Depositories. All monies collected by the Association shall be treated as the separate property of the Association and such monies may be applied by the said Association to the payment of any of the expenses of operating and managing the Association, or to the proper undertaking of all acts and duties imposed upon it by virtue of these Bylaws, the Articles of Incorporation and the Declaration. As Assessments are paid to the Association by any Owner of a Lot the same may be commingled with the Assessments paid to the Association by the other Owners of Lots. All funds and other assets of the Association, and any increments thereto or profits derived therefrom, or from the leasing or use of the Common Areas, shall be held for the benefit of the Members of the Association.

The depository of the Association shall be such bank or other federally insured depository institution as shall be designated from time to time by the Board of Directors and in which the funds of the Association shall be deposited. Withdrawal of funds from such accounts shall only be by checks signed by such persons as are authorized by the Board of Directors.

All expenditures that exceed or do not have budgeted funds must be approved by a majority vote of the Board of Directors prior to entering into any agreements with a contractor or vendor.

The Board must notify the Association Members in the event of any expenditure, not budgeted for, that exceeds fifteen thousand (\$15,000.00).

Section 12.2 Bonds. At the discretion of the Board of Directors, fidelity bonds may be required on all members of the Board of Directors, the officers of the Association and any other

persons, employees or entities handling or responsible for the funds of the Association. The amounts of such bonds shall be determined by the Directors, but if it is determined that bonds are to be obtained, they shall be at least equal to the amounts to be handled at any point by that person or entity. Unless verification that the bonds have been provided by such person or entity is obtained by or provided for the Board of Directors, the premiums for these bonds shall be paid by the Association as a common expense.

ARTICLE XIII

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the name of the Association.

ARTICLE XIV

AMENDMENTS

Section 14.1 Notice of Amendment. Any proposed amendment to the Bylaws or the Declaration must be noticed to the members at least thirty (30) days prior to any meeting called to vote on such amendment.

Section 14.2 Amendment to Bylaws:

- (a) By Members: Except as otherwise required herein, by the Articles of Incorporation, or by applicable law, these Bylaws may be amended by the affirmative vote of the holders of a majority of the votes of all of the Members of the Association.
- (b) By Board of Directors: In addition to any other right to amend as set out herein, the Board of Directors may amend and/or restate these Bylaws without the consent of the Owners or their mortgagees, in order to (1) correct clerical or typographical error or errors, or (2) add, subtract, or otherwise modify the number of Directors on the Board; provided however, the number of Director shall never fall below seven (7).

Section 14.3 Conflict with Articles or Declaration. In the case of any conflict between the Articles of Incorporation and these Bylaws or the rules and regulations, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration, the rules and regulations, and these Bylaws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

Section 15.1 In case of any conflict with the mandatory provisions of the Act, the mandatory provisions of the Act shall control.

Section 15.2 Subject to the right of the Board of Directors to set such date or to a ruling by the Internal Revenue Service, the fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

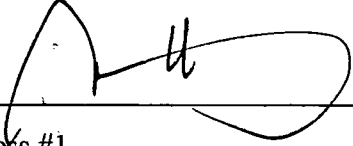
Section 15.3 The Association shall indemnify an individual made a party to a proceeding because the individual is or was a Director or officer against liability incurred in the proceeding if the individual complies with the requirements of the Act and shall pay for or reimburse the reasonable expenses incurred by the Director or officer who is a party to a proceeding in advance of final disposition of the proceeding if the Director or officer complies with the terms of the Act.

Section 15.4 The Board shall interpret the terms of these Bylaws and the Board's interpretation shall be final.

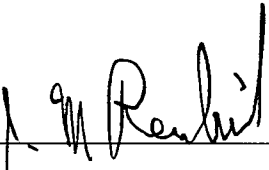
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, representing the Board of Directors of the
HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. has hereunto set his hand
and seal on this 4th day of January, 2019.

SIGNED, SEALED AND DELIVERED
in the presence of:



Witness #1



Witness #2

**HOBCAW CREEK PLANTATION
PROPERTY OWNERS
ASSOCIATION, INC.**

By: Tracy Fair (L.S.)
Tracy Fair, President

By: Tosha C Bennett (L.S.)
Tosha Bennett, Vice President

By: Meredith M Deaner (L.S.)
Meredith M. Deaner, Secretary

By: Susan Reubich (L.S.)
Susan Reubich, Treasurer

By: Robert M. WITHERSPOON (L.S.)
ROBERT M. WITHERSPOON, Director

By: Sarah M. Hill (L.S.)
SARAH M. HILL, Director

By: Wade W. Kuisel (L.S.)
Wade W. Kuisel, Director

HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.



**CORPORATE RESOLUTION:
APPLICATION OF PAYMENTS POLICY**

The undersigned, being the Board of Directors of HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC. (the "Board" and the "Association," respectively), do hereby consent, agree, authorize and resolve that:

WHEREAS, pursuant to the Declaration of Covenants and Restrictions for Hobcaw Creek Plantation (the "Declarations") the Association is entitled and obligated to collect certain assessments, interests, costs, penalties and fines, including, but not limited to the following provisions:

- i. Article V, Section 5.2, states that owner are obligated to pay for the costs incurred by the Association for repairing, replacing, maintaining and cleaning which is the responsibility of such Owner but which the Owner fails or refuses to complete;
- ii. Article VI, Section 6.1 of the Declarations obligates each Owner to pay assessments together with interest, costs and attorney's fees;
- iii. Article VI, Section 6.7 of the Declarations, delinquent accounts shall bear the interest rate equal to the lesser of (a) eighteen percent (18%) per annum or (b) the maximum rate provided by applicable law; and
- iv. Article VIII, Section 8.1 permits the Association to establish, assess and collect reasonable fines and penalties for violations of the Declarations; and
- v. Article VIII, Section 8.8 requires owners in breach of the Declarations to pay the costs incurred to enforce the Declarations, including a reasonable fee for counsel.

WHEREAS, Article III, Section 3.2, states that the Association may adopt reasonable rule and regulations governing the Common Areas, Recreational Amenities and Lots; and

WHEREAS, the Board has considered and unanimously adopted the following uniform and systematic procedure for applying all payments made by an Owner to the Association.

NOW THEREFORE, the Board hereby establishes the following Application of Payments Policy:

Any and all payments received from an Owner will be credited in the following order of priority:

- (1) Charges for legal fees, court costs and other costs of collection;
- (2) All interest accrued;
- (3) Fines, Penalties, and costs and expenses incurred by the Association for repairing, replacing, maintaining and cleaning which is the responsibility of such Owner; and then
- (4) The principal assessment for the Lot, including any special assessment due, as applicable; payments shall be applied toward the oldest assessment then owed.

The Board reserves the right to modify this Application of Payments Policy at any time in its sole discretion.

In order to facilitate execution, this Corporate Resolution may be executed in multiple counterparts, which shall together constitute one original instrument.

[SIGNATURE PAGE TO FOLLOW]

ADOPTED this 4th day of January, 2019

SIGNED, SEALED AND DELIVERED
in the presence of:

[Signature]
Witness #1

[Signature]
Witness #2

HOBCAW CREEK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

By: Tracy Fair (L.S.)
Tracy Fair, President

By: Tosha Bennett (L.S.)
Tosha Bennett, Vice President

By: Meredith M. Deaner (L.S.)
Meredith M. Deaner, Secretary

By: Susan Reubish (L.S.)
SUSAN Reubish, Treasurer

By: Robert M. Witherspoon (L.S.)
ROBERT M. WITHERSPOON, Director

By: Sarah Hill (L.S.)
SARAH HILL, Director

By: Wade W. Kuisel (L.S.)
Wade W. Kuisel, Director

RECORDER'S PAGE



NOTE: This page **MUST** remain with the original document

Filed By:

V MORGAN BRYANT
CHARLESTON OFFICE

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| Michael Miller, Register Charleston County, SC | | |

MAKER:

HOBCAW CREEK PLTN POA

RECIPIENT:

NA

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