

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

NONPROFIT ORGANIZATION  
ARTICLES OF INCORPORATION

1. The name of the nonprofit corporation is Courtyards at Wescott Homeowners Association, Inc.

2. The initial registered office of the nonprofit corporation is 3614 Landmark Drive, Suite A, Columbia, South Carolina, 29204

The name of the registered agent of the nonprofit corporation at that office is MJS, Inc., ATTN: M. Judson Smith

3. Check (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.

050526-0027 FILED: 05/26/2005  
COURTYARDS AT WESCOTT HOMEOWNERS ASSOCIATION  
Filing Fee: \$25.00 ORIG



Mark Hammond South Carolina Secretary of State

5. The address of the principal office of the nonprofit corporation is 3614 Landmark Drive, Suite A, Columbia, South Carolina, 29204

6. If this nonprofit corporation is either a public benefit corporation (box a. or b. of paragraph 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, of the 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 paragraph 3. is checked), complete either (a) or (b), whichever is applicable, to describe how the [remaining] assets of the corporation will be distributed upon the 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 corporation elects to include in the articles of incorporation are as follow (See Section 33-31-202(c) of the 1976 South Carolina Code, the applicable comments hereto, and the instructions to this form):

**A. MEMBERS**

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

1. The Owner of each of the Lots in Courtyards at Wescott shall be a member of the Association, and no other persons or entities shall be entitled to membership. The Association shall have only so many memberships as there are Lots in Courtyards at Wescott, with each member having one vote.

2. Change of membership in the Association shall be established by the recording in the Office of the Register of Deeds of Dorchester County, South Carolina, of a deed or other instruments establishing a change of record title to a Lot in Courtyards at Wescott 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.

3. The Association shall have two (2) classes of voting Membership:

(a) CLASS "A". Class "A" Members shall be all Owners excepting the Developer. Class "A" Members shall be entitled to one (1) vote for each Lot they own. When more than one (1) person holds such interest or interests in any Lot, the entire vote attributable to such Lot shall be exercised by one (1) individual who is duly authorized in writing by all of the Owners of that Lot. In no event shall more than one (1) vote or a partial vote be cast with respect to any such Lot. When more than one person holds such an interest or interests in a Lot, it shall be the responsibility of those Owners to provide the Developer or the Association with written notification, with the signatures of all of those persons owning an interest in the Lot affixed, of

the name and mailing address of that person authorized to receive notification from the Association and to cast said vote.

(b) CLASS "B". The sole Class "B" Member shall be the Developer. The Class "B" Member shall be entitled to cast the greater of four (4) votes for each Lot for which it holds title or one more vote than the total votes of the Class "A" Members. Class "B" Membership shall end when one hundred (100%) percent of the Dwellings permitted by the Master Plan have certificates of occupancy issued thereon and have been conveyed to Owners other than builders holding title for purposes of development and sale, or at such times as the Developer voluntarily relinquishes these voting rights, provided, however, that the one hundred (100%) percent may be reduced at the option of the Developer.

#### B. INDEMNIFICATION

Every director, officer, employee or agent of the Association shall be indemnified by the Association to the fullest extent permitted by law, for Non-Profit Corporations, against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may have become liable in any such action, suit, or proceeding; and whether or not he continues to be such director, officer, or agent at the time of incurring or imposition of such costs, expenses or liabilities.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Charter including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Charter.

The Board of Directors of the Association shall have the power to purchase and maintain insurance on behalf of any such person who has or is such a director, officer, employee or agent against any liability asserted against him in any such capacity, arising out of his status as such.

9. The name and address (with zip code) of each incorporator is as follows (only one is required): Harbor Homes LLC, 1954 Ashley River Road, Suite N, Charleston, South Carolina, 29407

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

\_\_\_\_\_  
Signature of director (only if named in articles)

11. Each incorporator must sign the articles.

HARBOR HOMES LLC

\_\_\_\_\_  
By: JAMES LEE MSLOND  
Its: DIVISION PRESIDENT

#### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare using a computer disk which will allow for expansion of space on the form.
3. This form must be accompanied by the filing fee of \$25.00 payable to the Secretary of State.

# *The State of South Carolina*

*Office of Secretary of State Mark Hammond*

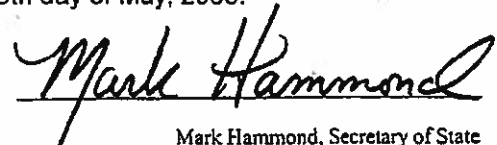
## **Certificate of Incorporation, Nonprofit Corporation**

**I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:**

COURTYARDS AT WESCOTT HOMEOWNERS ASSOCIATION, INC., a nonprofit corporation duly organized under the laws of the State of South Carolina on May 26th, 2005, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable, or other eleemosynary purpose.

Now, therefore, I Mark Hammond, 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 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 Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great Seal of the State of South Carolina this 26th day of May, 2005.



Mark Hammond, Secretary of State