



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

NONPROFIT CORPORATION FEB 10 1998

ARTICLES OF INCORPORATION

SECRETARY OF STATE OF SOUTH CAROLINA

1. The name of this corporation is (33-31-401) Windswept 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. Rita Phillips

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.

[X] The nonprofit corporation is a mutual benefit corporation.

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

[X] 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 or 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 Windswept Villas II Horizontal Property Regime, recorded in the RMC Office for Charleston County in Deed Book B-142, at Page 403.

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

O. Hollis Garrison 30 Beachwalker Office Park, Kiawah Island, SC 29455

[This information is required by SC Code 33-31-202(a)4]

11.

O. Hollis Garrison

Incorporator's Signature [33-31-202(d)]

12.

N/A

Signature of any director named in these articles

N/A

Director's Name (typed)

October 9, 1997

Date and Time