

For Use By
The Secretary of State

File No. _____

Fee Paid \$15.00

R.N. 1575

Date 7-13-84

Declaration and Petition for Incorporation

APPLICATION MUST BE TYPEWRITTEN
DO NOT FILE IN DUPLICATE

JUL 13 1984
FBI
1213141516

The undersigned declarants and petitioners.

NAME	STREET ADDRESS AND CITY
Jay M. Ruple	7700 N. Kings Highway, Myrtle Beach, S.C. 29577
David G. Lewis	7700 N. Kings Highway, Myrtle Beach, S.C. 29577

being two or more of the officers or agents appointed to supervise or manage the affairs of Ocean Greens Homeowners Association, Inc.

a homeowners Association 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 Myrtle Beach Sun News a newspaper published in the County of Horry 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 Ocean Greens Homeowners Association, Inc.

THIRD. The place at which it proposes to have its headquarters or to be located is 7700 N. Kings Hwy in the City of North Myrtle Beach
(Street and Number)

FOURTH. The purpose of the said proposed Corporation is manage the affairs of the Association and Common Elements which are a part of the Ocean Greens Horizontal Property Regime, a condominium created under the laws of South Carolina.

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

NAMES	TITLE	ADDRESS
J. M. Ruple	President	7700 N. Kings Highway Myrtle Beach, S.C. 29577
David G. Lewis	Secretary/Treasurer	7700 N. Kings Highway Myrtle Beach, S.C. 29577

SIXTH. That they desire to be incorporated in perpetuity ~~for 20 years~~ perpetuity.

Wherefore your petitioners pray that the Secretary of State do issue to the aforesaid

Ocean Greens Homeowners 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, Education, 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) Jay M. Ruple
David G. Lewis

Date June 13, 1984

INSTRUCTIONS

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

Departments \$3.00
Other Non profit Corporations \$15.00

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 Ocean Greens Homeowners Association, Inc.

STATE OF SOUTH CAROLINA)

COUNTY OF Horry)

The undersigned, J. M. Ruple and David G. Lewis

I 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.

Handwritten signatures of David G. Lewis and Jay M. Ruple with printed names below.

Sworn to before this 13th

day of June, 19 84

Handwritten signature of Ron Auel Stone

Notary Public for South Carolina
My commission expires 11/9/93

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

EXHIBIT "C"

ARTICLES OF INCORPORATION

OF

OCEAN GREENS HOMEOWNERS ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

In order to form a corporation under and in accordance with the provisions of the laws of the State of South Carolina for the formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end do, by these Articles of Incorporation, set forth:

I.

The name of the proposed corporation shall be:

OCEAN GREENS HOMEOWNERS ASSOCIATION, INC.

II.

The purposes and objects of the corporation shall be to administer the operation and management of Ocean Greens, a Horizontal Property Regime (hereinafter referred to as "the CONDOMINIUM"), a multi-story apartment project to be established in accordance with the Horizontal Property Act of the State of South Carolina upon the property situate, lying and being in Horry County, South Carolina, and being more particularly described in Exhibit A, and to undertake the performance of the acts and duties incident to the administration of the operation and management of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Master Deed which will be recorded in the Public Records of Horry County, South Carolina at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said CONDOMINIUM. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

III.

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

~~2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation including, but not limited to, the following:~~

(a) To make and establish reasonable rules and regulations governing the use of DWELLINGS and COMMON ELEMENTS in said CONDOMINIUM as said terms may be defined in said Master Deed to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the CONDOMINIUM as may be provided in said Master Deed and in the By-Laws of the Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including DWELLINGS in said CONDOMINIUM, which may be necessary or convenient in the operation and management of the CONDOMINIUM and in accomplishing the purposes set forth in said Master Deed.

(c) To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the CONDOMINIUM property.

(d) To contract for the management of the CONDOMINIUM and to delegate to such contractor all of the powers and duties of the ASSOCIATION except those which may be required by the Master Deed to have approval of the Board of Directors or Membership of the Corporation.

(e) To enforce the provisions of said Master Deed, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of said CONDOMINIUM as same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Master Deed aforementioned.

IV.

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all DWELLINGS in the CONDOMINIUM shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item (5) of Article IV.

2. Membership shall be established by the acquisition of fee simple title to a DWELLING in the CONDOMINIUM or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any DWELLING, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more DWELLINGS, or who may own a fee ownership interest in two or more DWELLINGS, so long as such party shall retain title to or a fee ownership interest in any DWELLING.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his DWELLING. The funds and assets of the Corporation shall be loaned solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Master Deed and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each DWELLING in the CONDOMINIUM, which vote may be exercised or cast by the owner or owners of each DWELLING in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one DWELLING, such member shall be entitled to exercise or cast as many votes as he owns DWELLINGS, in the manner provided by said By-Laws.

5. Until such time as the property described in Article II hereof, and the improvements which may be hereafter constructed thereon, are submitted to a plan of CONDOMINIUM ownership by the recordation of said Master Deed, the Membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

V.

The Corporation shall have perpetual existence.

VI.

The principal office of the Corporation shall be located in South Carolina, but the Corporation may maintain offices and transact business in such other places within or without the State of South Carolina as may from time to time be designated by the Board of Directors. The principal office of the Corporation shall be located at 7700 North Kings Highway, Myrtle Beach, South Carolina 29517.

VII.

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board of Directors. The Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the CONDOMINIUM, and the affairs of the Corporation and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

VIII.

The number of members of the first Board of Directors of the corporation shall be two (2). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the Membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation, or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Notwithstanding the foregoing, Ocean Greens Development Corporation, hereinafter referred to as "Owner," shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the ASSOCIATION for the period set forth hereinbelow. OWNER may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the By-Laws of the Corporation. The power of the OWNER to designate directors as above referred to shall terminate no later than the earlier of the following events:

(i) One hundred twenty (120) days after seventy-five (75%) percent of the DWELLINGS in Phase I of the project have been conveyed; or

(ii) Three (3) years following the date of this Master Deed.

IX.

The Board of Directors shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and post office addresses of the first Board of Directors, who, subject to the provision of the Articles of Incorporation, the By-Laws, and the laws of the State of South Carolina, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

NAME	ADDRESS
J. M. Ruple	7700 N. Kings Hwy. Myrtle Beach, South Carolina 29577
David G. Lewis	7700 N. Kings Hwy. Myrtle Beach, South Carolina 29577

XI.

The subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which Subscribers and their respective post office addresses are more particularly set forth in Article X above.

XII.

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

J. M. Ruple	PRESIDENT
David G. Lewis	SECRETARY-TREASURER

XIII.

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

XIV.

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, ~~whether or not he is a Director or Officer at the time such~~ expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

XV.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the total value of the property in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles or Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President who shall thereupon call a Special Joint Meeting of the members of the Board of Directors of the Corporation and the membership for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such Meeting stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) or more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds of the total value of the property in the CONDOMINIUM in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of South Carolina, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Horry County, South Carolina, within ten (10) days from the date on which the same are so registered. At any Meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of

any member of the Corporation shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

XVI.

Notwithstanding any other Article of these Articles of Incorporation and in addition to the property hereinabove described, ~~Ocean Greens Development Corporation~~, the Grantor in the Master Deed attached hereto has reserved the right and option to add additional phases which will become an integral part of Ocean Greens, a Horizontal Property Regime, once appropriate amendments to the Master Deed have been filed as provided in the said Master Deed. In the event additional Phases are added as provided in said Master Deed, all of said properties shall henceforth become an integral part and be administered by Ocean Greens Homeowners Association, Inc., as provided for herein.

XVII.

Notwithstanding the provisions of Article XV, or any other Article of these Articles of Incorporation, no Amendment to these Articles of Incorporation shall abridge, amend, or alter the right of Ocean Greens Development Corporation to add additional phases to the CONDOMINIUM (up to 72 DWELLINGS) and to make provisions for said phase or phases to become an integral part of The Ocean Greens Horizontal Property Regime, and to be subject to these Articles of Incorporation and By-Laws of Ocean Greens Homeowners Association, Inc. In the event said phase or phases are added, the DWELLING Owners in the additional DWELLINGS so submitted shall become Members of Ocean Greens Homeowners Association, Inc., upon receiving title to the DWELLING, with all the rights and privileges and subject to all of the liabilities as the initial DWELLING Owners in Phase I.

WHEREFORE, Your Petitioners pray that the Secretary of State does issue to the aforesaid Ocean Greens Homeowners Association, Inc., a charter with all rights, powers, privileges and immunities and subject to all of the limitations and liabilities conferred by Chapter 31, Title 33, 1976 Code of Laws of South Carolina, and acts amendatory thereto.



J.M. Ruple

6/7/84
Date



David G. Lewis

This is to certify that I have examined and approved

the foregoing Articles and Declarations of Incorporation pursuant to Section 33-31-40, Code of Laws of South Carolina.

M. L. Brown, Jr.
M. L. Brown, Jr.
Sheriff for Horry County
June 7, 1984

RECEIVED JUN 18 1984

State of South Carolina

Department of State

P.O. BOX 11350
COLUMBIA 29211

JOHN T. CAMPBELL
SECRETARY OF STATE

JOHN P. STOKES
DEPUTY SECRETARY OF STATE

June 15, 1984

STANLEY V. LEWIS
DEPUTY SECURITIES COMMISSIONER
816 Keenan Building

ERIC W. PANTSARI
DIRECTOR PUBLIC CHARITIES
816 Keenan Building

Mr. Fred B. Newby
Attorney at Law
Post Office Box 719
Myrtle Beach, SC 29577

Re: Charter - Ocean Greens Homeowners Association, Inc.

Dear Mr. Newby:

We regret that it is necessary to return to you without action the documents on behalf of the above for the following reason(s):

- () Name is not available
- () Need street address for the registered office
- () Need name of registered agent
- () Fee of \$ _____ not enclosed
- () Incorrect remittance - additional fee due \$ _____
- () Check(s) unsigned
- () Authorized shares times par value under Item 4 must equal the authorized capital under Item 5
- () Signature(s) missing on Page(s) _____
- () Signature of attorney is missing/certificate is incomplete
- () Must be filed in duplicate
- () Not accompanied by first report of corporations and fee of \$10.00 payable to the Tax Commission. A form is enclosed.
- () Need two checks - one payable to the Secretary of State for \$45.00 and the other payable to the Tax Commission for \$10.00
- () Petition must be endorsed by the sheriff
- () Not accompanied by certified copy of charter documents and certificate of good standing from home state
- XXX Other Must have at least two petitioners. *Done*

Yours very truly,

John T. Campbell
JOHN T. CAMPBELL
Secretary of State

jtl
encls.