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ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

JAN 22 2013

ARTICLES OF INCORPORATION
Nonprofit Corporation – Domestic
Filing Fee \$25.00

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to S.C. Code of Laws §33-31-202, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.
2. The initial registered office of the nonprofit corporation is 2247 Catesby's Bluff
Street & Number

<u>Seabrook Island</u>	<u>Charleston</u>	<u>SC</u>	<u>29455</u>
City	County	State	Zip Code

The name of the registered agent of the nonprofit corporation at that office is:

Victor J. Mills

I hereby consent to the appointment as registered agent of the corporation.

Victor J. Mills

Victor J. Mills (Signature of agent)

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.
5. The address of the principal office of the nonprofit corporation is 2247 Catesby's Bluff, Seabrook Island, SC, 29455

130123-0096 FILED: 01/22/2013
GARDENS AT WHITNEY LAKE PHASE 2A HOMEOWNERS ASS
Filing Fee: \$25.00 ORIG
South Carolina Secretary of State

Mark Hammond

Name of Corporation: The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.

6. If this nonprofit corporation is either a **public benefit or religious corporation**, 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. **If you are going to apply for 501(c)(3) status, you must complete section "a"**.

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, 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.

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity:

OR

b. If the dissolved corporation is not described in Section 501(c)(3) of the Internal Revenue Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (a) above.

If you choose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity: _____

7. If the corporation is a **mutual benefit corporation** 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 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 benefiting or serving.

b. Upon dissolution of the mutual benefit corporation the (remaining) assets, consistent with the law, shall be distributed to _____.

Name of Corporation: The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See S.C. Code of Laws § 33-31-202(c)):
- a. Capitalized Words. The use of capitalized words herein shall have the meanings attributed to them in the Declaration of Covenants, Conditions and Restrictions for Etiwan Pointe Phase 3 Townhomes Homeowners Association, Inc., hereinafter the "Declaration," recorded or to be recorded in the Office of the Register of Mesne Conveyances for Charleston County, South Carolina, as it may be amended and supplemented from time to time.
 - b. Purpose. This Association does not contemplate pecuniary gain or profit, and the specific, primary purposes for which it is formed are to provide for management, administration, maintenance and preservation of common area property and maintenance of the townhomes, all according to the Declaration. No part of the net earnings of the Association shall inure to the benefit of any person, other than for acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess Association fees and assessments, if any.
 - c. Right to Appoint Directors and Officers. The Developer under the Declaration shall have the right to appoint or remove any or all members of the Board of Directors and any or all officers of the Association until such time as the first of the following dates: (i) three (3) months following the date on which the Developer ceases to own one (1) or more of the townhomes subject to the Declaration; or ii) three (3) months following the date the Developer surrenders its authority to appoint directors of the Association by an express amendment to the Declaration executed and filed in the Office of the Register of Mesne Conveyances for Charleston County, South Carolina by the Developer.
 - d. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in a townhome that is subject to the Declaration (including the Developer) shall be a member of the Association. Until the expiration of the Developer's right to appoint directors and officers of the Association pursuant to subparagraph c of this ¶8, the Developer, and its successors and assigns, other than as an owner of a townhome, shall be a member of the Association. The membership of each owner of a townhome shall be appurtenant to and may not be separated from ownership of the townhome and ownership of a townhome shall be the sole qualification for such membership. In the event that fee title to a townhome is transferred or otherwise conveyed, the membership in the Association that is appurtenant thereto shall automatically pass to such transferee, notwithstanding any failure of the transferor to endorse to his transferee any certificates or other evidences of such membership. Any person or entity who holds an interest in a townhome merely as security for the performance of an obligation shall not be a member of this Association.

Name of Corporation: The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.

9. The name and address of each incorporator is as follows (only one is required but you may have more than one):

Name

Address (with zip code)

Victor J. Mills

2247 Catesby's Bluff, Seabrook Island, SC 29455

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

Name (only if named in articles) Signature of director

Name (only if named in articles) Signature of director

Name (only if named in articles) Signature of director

11. Each incorporator listed in #9 must sign the articles.



Victor J. Mills (signature of incorporator)

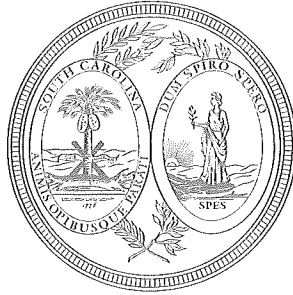
12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is: No Delay.

Name of Corporation: **The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.**

Filing Checklist

- Articles of Incorporation (in duplicate)
- \$25.00 made payable to the SC Secretary of State. (Political Associations must also submit Form CL-1 and additional \$25.00 fee.)
- Self-addressed, stamped return envelope
- Return all documents to: South Carolina Secretary of State
Attn: Corporate Filings
1205 Pendleton Street, Suite 525
Columbia, SC 29201

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Incorporation, Nonprofit Corporation

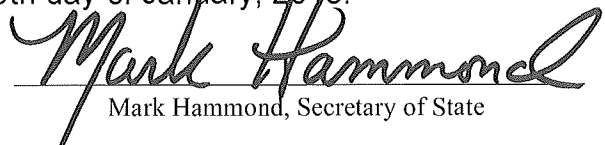
I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

GARDENS AT WHITNEY LAKE PHASE 2A HOMEOWNERS ASSOCIATION,
INC. THE,

a nonprofit corporation duly organized under the laws of the State of South Carolina on January 22nd, 2013, 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
29th day of January, 2013.


Mark Hammond, Secretary of State