

ARTICLES OF INCORPORATION

OF

BRIARWOOD OWNERS ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under South Carolina statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Briarwood Owners Association, Inc. which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The purpose of the Association is the administration, maintenance, management, control, and ownership of all access, common and special areas located, or which may become located within or appurtenant to Briarwood, a development, located within thirty-five (35) acres, more or less, lying between U. S. Highway 17 and the Intracoastal Waterway proximate to Braircliffe West, a Horizontal Property Regime, in Horry County, South Carolina.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have all of the common law and statutory powers of a corporation not for profit. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership.

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of Chicora Development, a South Carolina corporation authorized to transact business in South Carolina hereinafter referred to as "the Developer". Class

A members shall be entitled to one vote for each Lot or Unit in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in a Lot or Unit, all such persons shall be members, and the vote for such Lot or Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Unit.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to four (4) votes for each lot or Unit in which it holds the interest required for membership by Section 1, and the Class B Board of Directors, provided that the Class B membership shall cease and terminate when the last Lot or Unit within that certain tract of land consisting of Briarwood Phase I as shown upon a map dated July 18, 1978 and the land lying generally to the west, south and southeast of Phase I, consisting of approximately 26 acres and being shown as "MAR, Inc." on a map dated July 19, 1978, both of said maps by Robert L. Bellamy & Associates, which the Developer may hereafter bring under the provisions of the aforesaid Declaration of Restrictions and Protective Covenants, has been sold and conveyed by Developer.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum of the transaction of business at any meeting of the members shall exist if fifteen percent of the total number of members in good standing shall be present or represented at the meeting.

Section 4. The principal office of the Corporation shall be local in South Carolina, but the Corporation may maintain offices and trans 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 204 Myrtle Offices, 18th & Oak Street, Myrtle Beach, SC 29577.

#### ARTICLE IV

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE V

##### BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors which shall consist of not less than three persons, but as many persons as the Board of Directors shall from time to time determine, not to exceed nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members in 1979 and until qualified successors are duly elected and have taken office, shall be as follows:

- |                       |  |
|-----------------------|--|
| 1. Paul E. Malone     | Suite 204 Myrtle Offices, 18th and Oak St<br>PO Box 2101, Myrtle Beach, SC 29577 |
| 2. J. Timothy Jewison | Suite 204 Myrtle Offices, 18th and Oak St<br>PO Box 2101, Myrtle Beach, SC 29577 |
| 3. Charles L. Dean    | Suite 204 Myrtle Offices, 18th and Oak St<br>PO Box 2101, Myrtle Beach, SC 29577 |

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in Briarwood development or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office for such periods of time as are set out in the By-Laws.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election; for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors in 1979 and until successors are duly elected and have taken office, shall be as follows:

Office	Name	Address
President	Paul E. Malone	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577
Vice President	J. Timothy Jemison	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577
Secretary & Treasurer	Charles L. Dean	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

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ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the said Declaration of Restrictions and Protective Covenants, the said Declaration shall control.

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Paul E. Malone	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577
J. Timothy Jemison	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577
Charles L. Dean	Suite 204 Myrtle Offices, 18th & Oak St., PO Box 2101, Myrtle Beach, SC 29577

ARTICLE X

INDEMNIFICATION

The Association shall indemnify any person who is made a party or is threatened to be made a party to any claim, suit, proceeding or liability by reason of the fact that he is or was a director, officer, employee, agent or representative of the Association to the fullest extent permitted by law, and the Association may advance expenses to any such person to the fullest extent permitted by law. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against him in any such capacity.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 25th day of July, 1978.

  
Paul E. Malone

  
J. Timothy Jemison

  
Charles L. Dean