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**ARTICLES OF INCORPORATION
OF
PAWLEYS PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned subscribers, desiring to form a nonprofit corporation under South Carolina statutes, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be Pawleys Plantation Property 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 limited common areas located, or which may become located within or appurtenant to Pawleys Plantation, a development lying between U.S. Highway 17 and the Salt Marsh Creek at Pawleys Island in Georgetown 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 nonprofit corporation. 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 which is subject by covenants of recorded 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 (2) classes of Voting Membership:

Class 1. Class I Members shall be all those owners as defined in Article IV, Section 2(a) in the Declaration. Class I Members shall be entitled to one vote for each Lot in which they hold the interests required for Membership by Article IV, Section 2(a) in the Declaration. When more than one person holds such interest or interests in a Lot, all such persons shall be Members, and the vote for such Lot 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.

Class II. The sole Class II Member shall be the Declarant. The Class II Member shall be entitled to four (4) votes for each Lot in which it holds the interest required for Membership by Article IV, Section 2(b) in the Declaration provided that the Class II Membership shall cease and terminate when seventy-five (75%) percent of the Lots within Pawleys Plantation have been sold and conveyed by Declarant or on January 1, 1997, in the discretion of Declarant.

Section 3-Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of the representatives of the Members, and may make provisions for regular and special meetings of the representatives other than the annual meeting. A quorum for the transaction of business at any meeting of the Board shall exist if fifty-one (51%) percent of the Board Members shall be present. Board action may be taken by majority vote of those Directors present at any meeting.

Section 4-Principal Office. The initial principal office of the Corporation shall be located at Pawleys Plantation, Pawleys Island, South Carolina 29585; however, the Corporation may maintain offices and transact business in such other places within or without the State of South Carolina as may for time to time be designated by the Board of Directors.

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 twelve (12) persons, but as many persons as the Board of Directors shall from time to time determine, not to exceed fifteen (15) 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 until qualified successors are duly elected and have taken office, shall be as follows:

1. Carl A Niemeyer P. O. Box
 Pawleys Island, SOUTH CAROLINA 29585
2. Paul J. Lohman, Jr. 105 Rainbow Harbor
 Myrtle Beach, SOUTH CAROLINA 29577
3. Girard M. Blount, Jr. 105 Rainbow Harbor
 Myrtle Beach, SOUTH CAROLINA 29577

Section 3-Election of Members of Board of Directors. Except for the first Board of Directors, Directors shall be elected by the Voting Members representing the Neighborhoods as provided by the By-Laws of the Association. The By-Laws may provide for the method of voting in the election and for removal from

office of Directors. After Declarant gives up control of the Association, all Directors shall be owners of Lots in Pawleys Plantation 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 Required. 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 or appoint an individual to fill such vacancy.

Section 2-First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of Directors and until successors are duly elected and have taken office, shall be as follows:

Office	Name	Address
President	Carl A. Niemeyer	P. O. Box Pawleys Island, SOUTH CAROLINA 29585
Secretary	Paul J. Lohman, Jr.	105 Rainbow Harbor Myrtle Beach, SOUTH CAROLINA 29577
Vice President And Treasurer	Girard M. Blount, Jr.	105 Rainbow Harbor Myrtle Beach, SOUTH CAROLINA 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 in the manner set forth in the By-Laws.

ARTICLE VII

Amendments

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors by majority vote.

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 address of the subscribers to these Articles of Incorporation are:

Carl A Niemeyer	P. O. Box Pawleys Island, SOUTH CAROLINA 29577
Paul J. Lohman, Jr.	105 Rainbow Harbor Myrtle Beach, SOUTH CAROLINA 29577
Girard M. Blount, Jr.	105 Rainbow Harbor Myrtle Beach, SOUTH CAROLINA 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 _____ day of _____, 1987.

Carl A. Niemeyer

Paul J. Lohman, Jr.

Girard M. Blount, Jr.