

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION**

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is **ALMOND GLEN OWNERS ASSOCIATION, INC.**

2. The initial registered office of the nonprofit corporation is

**101 N. Main Street, Suite 808
Greenville, SC 29601**

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

Jeffrey Skeris

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

1435 West Morehead Street, Suite 135, Charlotte, NC 28208

6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), 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 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.
- b. Upon dissolution of the corporation, consistent with the law, the remaining assets of the corporation shall be distributed to

7. If the corporation is a mutual benefit corporation (when box "c" of paragraph 3 is checked), 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.

C:\Documents and Settings\amiller.LANDCRAFTCLT\Local Settings\Temporary Internet Files\OLK1B\AlmondGlenHOAArtofIncSC (2).doc

NP-ARTICLES OF INCORPORATION.doc

Form Revised by South Carolina
Secretary of State, January 2000

- 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 _____
8. The number of Directors constituting the Initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Matthew Wilson	Landcraft Properties, Inc. 1435 West Morehead Street, Suite 135 Charlotte, North Carolina 28208
Kathi Hart	Landcraft Properties, Inc. 1435 West Morehead Street, Suite 135 Charlotte, North Carolina 28208
Ashley Miller	Landcraft Properties, Inc. 1435 West Morehead Street, Suite 135 Charlotte, North Carolina 28208

9. The purposes and powers for which the corporation is organized are as follows:
- a. To operate and manage a planned unit subdivision development known as Almond Glen, located in Lancaster County, South Carolina (hereinafter referred to as the "**Subdivision**").
- b. To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of the Association in accordance with the terms, provisions, conditions and authorizations contained in both these Articles and in the Declaration of Covenants, Conditions and Restrictions for Almond Glen (the "**Declaration**") which has been or will be recorded in the Public Records of Lancaster County, South Carolina, at such time as the real property and the improvements thereon are submitted to said Declaration.
- c. To make, establish and enforce reasonable rules and regulations governing the use of the subdivision development common elements, land, and other real and personal property which may be owned by the Association itself.
- d. To make, levy and collect assessments against lot owners; to provide the funds to pay for common expenses of the Association as provided in the Declaration and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the recreation, acquisition, improvement and maintenance of properties, services and facilities devoted to this purpose and related to the use and enjoyment of the common areas and facilities thereon, including, but not limited to, the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws of the Association (the "**Bylaws**"), including the employment of attorneys to represent the Association when necessary for such other needs as may arise.
- e. To maintain, repair, replace and operate the properties for which the Association is responsible.
- f. To enforce by any legal means, the provisions of the Declaration, the Bylaws and the rules and regulations for the use of the Association property.

- g. If deemed in the best interest of the Association by the Board of Directors, to contract for the management of the recreational property and to delegate to such manager or managers all powers and duties of the Association except those powers and duties which are specifically required to have approval of the Board of Directors or the membership of the Association.
- h. To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration and all powers reasonably necessary to implement the purposes of the Association.
- i. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- j. To borrow money, and with the assent of eighty percent (80%) of each class of members, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- k. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association's members. No such dedication or transfer shall be effective unless an instrument has been signed by eighty percent (80%) of each class of members, agreeing to such dedication, sale or transfer.
- l. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area which is not provided for in the Declaration, provided that any such merger, consolidation or additional annexation shall have the assent of seventy-five percent (75%) of each class of members;

The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the Association shall be distributed, upon dissolution or otherwise, to any member, director or officer of the Association.

10. Membership

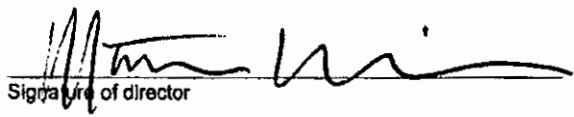
- a. The membership of the Association shall consist solely of the owners of lots in the Subdivision, and the owners of any other lands which may be added thereto pursuant to the Declaration. Membership shall be established by acquisition of fee title to a lot in the Subdivision whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to a designated lot shall be terminated. Membership shall be appurtenant to, and inseparable from, ownership of a lot. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.
- b. Neither one's membership in the Association nor a member's share in the funds and assets of the Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to the applicable lot owned by a member in the Subdivision.
- c. The members of the Association shall have the right to vote for the election and removal of directors and upon such other matters with respect to which the right to vote is given to members under the Declaration or under the provisions of the South Carolina Nonprofit Corporation Act of 1994, the voting rights of the members being more particularly described in the Declaration and in the Bylaws of the Association.

11. The voting rights of the Membership shall be appurtenant to the ownership of Lots (as defined in the Association's Bylaws) and shall be divided into two classes of voting membership as follows:

- a. **Class A Members.** Class A members shall be all owners of Lots with the exception of those Lots owned by a Declarant, as hereafter defined. Each Class A lot shall entitle the Owner(s) of said Lot to one vote. When more than one person holds an interest in any Lot, all such persons or entities shall be considered members. The vote for such Lot shall be exercised as such parties determine, but in no event shall more than one vote be cast with respect to any such Lot. For purposes hereof, the "Declarant" shall mean and refer to Aumond Glen, LLC and also shall mean and refer to any person, firm or corporation which shall also be designated as a "Declarant" by Aumond Glen, LLC hereafter when such designee becomes vested with title to two or more undeveloped Lots for the purpose of causing dwellings to be constructed thereon, and any such designee shall be a Declarant during such period of time as said party is vested with title to two or more such Lots (whether undeveloped or developed and unconveyed), but no longer; provided, however, if such designee thereafter defaults under its applicable agreement to purchase Lots from Aumond Glen, LLC, then the designation of "Declarant" for such party shall be automatically terminated.
- b. **Class B Members.** The Class B member shall be the Declarant. The Class B memberships shall be converted to Class A memberships on the happening of any of the following events, whichever occurs earlier: (i) when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership, (ii) December 31, 2014, or (iii) when the Declarant voluntarily relinquishes majority control of the Association by a duly recorded instrument. The Declarant shall be entitled to three (3) votes for each Class B Lot owned by it.
12. The Association shall have all the powers granted non-profit corporations under the laws of the State of South Carolina. Notwithstanding any other provision of these Articles, the Association hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. The Association shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Association are to be made to members, directors or officers of the Association; provided, however, that members of the Association may receive a rebate of any excess dues and assessments previously paid.
13. To the fullest extent permitted by applicable law, no Director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. This Paragraph shall not impair any right to indemnity from the Corporation that any Director may now or hereafter have. Any repeal or modification of this Paragraph shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a Director with respect to acts or omissions occurring prior to such repeal or modification.
14. The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members.
15. Any amendment to these Articles shall require the assent of seventy-five percent (75%) of each class of membership.
16. The name and address of each incorporator is as follows (only one is required)
- Derek E. Dittner, 1100 Kenilworth Avenue, Suite 200, Charlotte, NC 28204**
17. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

Matthew Wilson

Name (Only if named in articles)


Signature of director

ALMOND GLEN OWNERS ASSOCIATION, INC.
Name of Corporation

Kathi Hart
Name (Only if named in articles)

Kathi Hart
Signature of director

Ashley Miller
Name (Only if named in articles)

Ashley Miller
Signature of director

18. Each incorporator must sign the articles.

Derek E. Dittner, Incorporator

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk, which will allow for expansion of space on the form.
3. This form must be accompanied by the filing fee of \$25.00 payable to the "Secretary of State."

Return to: Secretary of State
P.O. Box 11350
Columbia, SC 29211

4. If this organization is a Political Association it must also be accompanied by the First Annual Report of Corporations and an additional \$25.00 fee is required.

NOTE

THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THIS CORPORATE NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE FURTHER CLEARANCE AND REGISTRATION AND BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE'S OFFICE AT (803) 734-1728.