

The State of South Carolina

EXECUTIVE DEPARTMENT

CERTIFICATE OF INCORPORATION
BY THE SECRETARY OF STATE

WHEREAS, Blair C. Patterson, Suite 201, 200 Main Street, Hilton Head Island, SC 29928
James M. Nemeth, Suite 201, 200 Main Street, Hilton Head Island, SC 29928

two or more of the officers or agents appointed to supervise or manage the affairs of

RIBAUT ISLAND PROPERTY OWNERS ASSOCIATION, INC.

which has been duly and regularly organized, did on the 17th day of
August, A. D. 19 89, file with Secretary of State a written declaration setting forth:

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 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, nor for the insurance of life, health, accident or property; and that three days' notice in the Island Packet, a newspaper published in the County of Beaufort has been given that the aforesaid Declaration would be filed.

AND WHEREAS, Said Declarants and Petitioners further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is RIBAUT ISLAND PROPERTY OWNERS ASSOCIATION, INC.

THIRD: The place at which it proposes to have its headquarters or be located is Suite 201, 200 Main Street
Hilton Head Island, SC

FOURTH: The purpose of the said proposed Corporation is See Attached

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

Blair C. Patterson	Ste. 201, 200 Main St., Hilton Head, SC	President/Director
James M. Nemeth	Ste. 201, 200 Main St., Hilton Head, SC	Vice President/Director
Lorene C. Coquette	Ste. 201, 200 Main St., Hilton Head, SC	Secretary/Director

SIXTH: That they desire to be incorporated: in perpetuity.

Now, THEREFORE, I, JOHN T. CAMPBELL, 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 said 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 said Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.



GIVEN under my hand and the seal of the State, at Columbia,
this 17th day of August
in the year of our Lord one thousand nine hundred and
89 and in the two hundred and
14th year of the Independence of the
United States of America.

John T. Campbell
JOHN T. CAMPBELL,
Secretary of State.

Purposes and Powers

- A. The corporation is organized and shall be operated for the following purposes for which it is formed:
- (i) To be and constitute the Ribaut Island Property Owners Association, Inc. (hereinafter referred to as the "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Ribaut Island (hereinafter, together with any amendments thereto, referred to as the "Declaration") which has or will be recorded in the RMC Office for Beaufort County for the purposes of establishing a plan of development of a residential community with related recreational facilities and to provide a flexible and reasonable method for the administration and maintenance of said community;
 - (ii) To perform all obligations and duties of the Association;
 - (iii) To exercise all rights and powers of the Association, as specified therein, in the Association's By-Laws (hereinafter, together with any amendments thereto, referred to as the "By-Laws"), and as provided by law;
 - (iv) To provide an entity for the furtherance of the interests of the Owners in the Association;
 - (v) To provide for the maintenance, preservation, and control of the "Common Area which is part of the Property and which has been submitted to the Declaration;
 - (vi) To exercise such powers and perform such functions as are delegated to the Association by the Declaration;
 - (vii) To enforce any and all covenants, restrictions and agreement applicable to the Property;
 - (viii) To otherwise promote the health, safety and welfare to the owners and users within the Property; and
 - (ix) To further such other purposes associated with and/or otherwise in connection with the Property, the improvements thereon and the community established thereon and otherwise permissible for South Carolina non-profit corporations.
- B. In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by

the Declaration or the By-Laws, may be exercised by the Board of Directors:

(i) All of the powers conferred upon nonprofit corporations by common law and the statutes of the State of South Carolina in effect from time to time.

(ii) All of the powers necessary or convenient to perform the obligations and duties and to exercise the rights and purposes set out in these Articles, the By-Laws, and the Declaration, including without limitation, the following:

1. To fix and to collect assessments or other charges to be levied against the lots;

2. To manage, control, operate, maintain, repair and improve "Common Areas" and "Recreational Amenities" (as defined in the Declaration) and facilities and property subsequently acquired by the Association, or any property owned by another, for which the Association by the Declaration or by rule, regulation, or contract has a right or duty to provide such services;

3. To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or the By-Laws;

4. To engage in activities which will actively foster, promote and advance the common interests of all Owners in Ribaut Island Property Owners Association, Inc.;

5. Subject to the terms of the Declaration or the By-Laws, to buy or otherwise acquire, sell, or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;

6. To borrow money for any purpose, as may be limited in the Declaration or by the By-Laws;

7. Subject to the terms of the Declaration or the By-Laws, to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

8. To act as agent, trustee, or other entity representative of other corporations, firms or individuals, and as such to advance the business or ownership interests of such corporations, firms or individuals;

9. To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such By-Laws may not be inconsistent with or contrary too any provisions of the Declaration; and

(iii) The foregoing enumeration of powers shall not limit or restrict in any manner the exercisa of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Exhibit "A" - Purposes and Powers are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Exhibit "A" - Purposes and Powers.

- A. Association Membership. The operation, management and control of this Association shall be governed in accordance with the Declaration. Every owner of any portion of the real property subject to the Declaration shall be a member of this Association. Membership shall be appurtenant to and may not be separated from ownership of real property subject to the Declaration. All present and future owners, their family, present and future tenants, and their guests and invitees, and any other person using the Common Area or facilities contained on the property are subject to the Declaration, Articles and these By-Laws. The mere acquisition or rental of any Lot or Dwelling within the Property, or the mere act of occupancy of one of the Lots or Dwellings shall constitute ratification and acceptance of these Articles and the By-Laws of the Association.
- B. Class of Membership. Membership in the Association shall be deemed to be held in two (2) separate classes. The first class (being hereinafter designated as "Class A") shall consist of owners, including Declarant, of individual Lots or Dwellings within the property subject to the Declaration. The remaining class (being hereafter referred to as "Class B") shall consist of Declarant, and any successors and/or assigns to the rights provided to Declarant under the Declaration. The Class B members shall have the right to appoint and remove any member or members of the Board of Directors of the Association and any officer or officers of the Association until December 31, 1995, or the sale of ninety percent (90%) of all Lots or Dwellings subject to the Declaration to third party purchasers, whichever shall first occur. Additionally, the Class B members shall have such additional voting rights as provided herein, and such additional rights as is provided to Declarant under the Declaration and/or the By-Laws of the Association.
- C. Amendments by Class B Members. During the period in which Declarant, as a Class B member, retains the right to appoint and remove any directors and/or officers of the Association, Declarant may amend these Articles without the approval of the Class A members; provided, however, that: (i) in the event that such amendment materially alters or changes any owner's right to the use and enjoyment of his Lot or Dwelling, such amendment shall be valid only upon the written consent of the owners affected thereby; or (ii) in the event that such amendment would materially and adversely affect the security, title and interest of any mortgagee, such amendment shall be valid only upon the written consent thereto of all such mortgagees so affected.

D. Controlling Documents. The fullest extent permissible under South Carolina law, the Declaration shall take precedence over any terms and provisions contained herein or any By-Laws adopted by the Association. The defined terms used herein shall have those meanings that the same terms have in the Declaration.