

**ARTICLES OF INCORPORATION
OF
ANDREWS REACH HOMEOWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE 1.

NAME

The name of the corporation is **ANDREWS REACH Homeowners' Association, Inc.** (hereinafter called the "Corporation").

ARTICLE 2.

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE 3.

REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE

The street address and county and mailing address of the initial registered office of the Corporation is 150 Fayetteville Street, Box 1011, Raleigh, NC 27601, Wake County and the name of the initial registered agent of the Corporation at such address is CT Corporation System. The street address and county and mailing address of the principal office of the Corporation is 200 West Second Street, 3rd Floor Legal, Winston-Salem, NC 27101, Forsyth County.

ARTICLE 4.

PURPOSES AND POWERS

This Corporation does not contemplate pecuniary gain or profit to the members thereof. No part of the net income of the Corporation shall inure to the benefit of any officer, director or member of the Corporation. The specific purposes for which the Corporation is formed are to provide for the maintenance, management and preservation of that certain development known as Andrews Reach (hereinafter "Development") as shown and described on a map recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the

health, safety and welfare of the owners of lots or units within the Development, and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

ARTICLE 5.

BOARD OF DIRECTORS

The number, qualifications and method of election of the Board of Directors shall be fixed by the Bylaws of the Corporation (the "Bylaws"). Until their successors are otherwise selected and qualified as set forth in the Bylaws, there shall be three (3) Directors whose names and addresses are as follows:

Chris McGuffin
18 Broad Street, 3rd Floor
Charleston, SC 29401

Jennifer Cobb
18 Broad Street, 3rd Floor
Charleston, SC 29401

Michael Sherk
2619 Oak Street
Myrtle Beach, SC 29577

ARTICLE 6.

DISSOLUTION

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation may be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created or such assets may be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes or after all of its liabilities and obligations have been discharged or adequate provisions made therefore, or be distributed as provided for by the Non-Profit Corporation Act of the State of North Carolina or may be distributed as provided by the Planned Community Act of the State of North Carolina. Dissolution shall conform to the terms and conditions of the North Carolina Planned Community Act. The remaining provisions of the North Carolina Planned Community Act shall not be otherwise applicable to the Development unless required by law or under the terms of any additional documents which are recorded in the Office of the Register of Deeds of New Hanover County, North Carolina.

ARTICLE 7.

TAX STATUS

Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986 or any corresponding sections or provisions of any future United States Internal Revenue Law (the "Code"). This Corporation shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the Corporation, except that members of the Corporation may receive a rebate of any excess dues and assessments previously paid to the extent permitted by the Code and applicable law.

ARTICLE 8.

MEMBERSHIP

The Corporation shall have members.

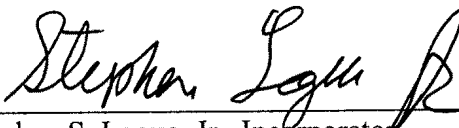
ARTICLE 9.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Stephen S. Logue, Jr.
300 North Third Street, Suite 400
Wilmington, NC 28401

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this the 30 day of November, 2011.



Stephen S. Logue, Jr., Incorporator