

**ARTICLES OF INCORPORATION  
OF  
AVALON HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Code of Laws of South Carolina (1976), as amended, Chapter 31, Title 33, and acts amendatory thereto, the undersigned, all of whom are residents of Lexington County, South Carolina, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

**ARTICLE I**

**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of five Directors, who shall be Members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association.

**ARTICLE II**

The name of the corporation is AVALON HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE III**

**OFFICE**

The principal office of the Association is located at the address of the registered agent.

**ARTICLE IV**

**REGISTERED AGENT**

The registered agent for the corporation shall be the Secretary as from time to time elected, unless otherwise agreed upon by the Members. For the purpose of service of process, the address of the registered agent shall be deemed an office of the corporation.

**ARTICLE V**

**PURPOSE AND AUTHORITY OF THE ASSOCIATION BOARD**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residential lots and common area within those certain tract(s) and/or lot(s) of property described in Schedule A attached hereto and incorporated by reference, and to promote the health, safety and welfare of the residences within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for this purpose to:

- (a) Exercise all of the authority and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions, Easements, Charges and Liens for AVALON SUBDIVISION dated August 23, 1993, and recorded August 23, 1993 in the Office of the RMC for Lexington County in Record Book 2667, at page 169, or in the Declaration of Covenants, Restrictions and Easements for AVALON SUBDIVISION dated August 11, 1993, and recorded August 12, 1993 in the Office of the RMC for Lexington County in Record Book 2656, at page 120, to include Avalon Subdivision Phase 7 recorded November 17, 2006 in the Office of the RMC for Lexington County in Record Book 11544, at page 302, hereinafter collectively called the "Declaration", applicable to the property and

recorded, or to be recorded, in the Office of the R.M.C. for LEXINGTON County, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as set forth in length;

- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (c) 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;
- (d) Borrow money, mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred upon arrival by members casting two-thirds of all votes of the Association;
- (e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purpose and subject to such conditions as may be agreed upon by the Members. No such dedication or transfer shall be effective unless an instrument agreeing to such dedication, sale, or transfer has been signed by Members controlling a majority of all votes of the Association.
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common area, provided that any such merger, consolidation, or annexation shall have the assent of Members of the Association controlling a majority of all votes of the Association;
- (g) To have and exercise any and all powers, rights, and privileges which a corporation organized under the nonprofit corporation law of the state of South Carolina by law may now or hereafter have or exercise;
- (h) Notwithstanding the purposes and powers of the Association enumerated above, the Association, shall not enter into, either directly or indirectly, contracts or leases (including a management contract) unless there is a right of termination of any such contract or lease, without cause, which is exercisable without penalty at any time after transfer of control in accordance with Article VI below, upon not more than ninety days notice to the other party to the said contract or lease.

## **ARTICLE VI**

### **MEMBERSHIP**

Every person who is a recorded owner of a fee simple or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract, sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

## **ARTICLE VII**

### **VOTING RIGHTS**

The Association shall have one class of voting membership.

Class A. Class "A" Members shall be all owners. Class "A" Members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V above. When more than one person holds such an interest or interests in any lot, the vote attributable to such lot shall be exercised as such persons mutually determined, but in no event shall more than one vote be cast in respect to any such lot.

## **ARTICLE VIII**

### **OFFICERS**

The Officers of the Association shall be President and Vice-President, who shall be Members of the Board of Directors, and a Secretary and Treasurer. Officers shall be elected by the Members as may be provided in the Bylaws.

## **ARTICLE IX**

### **DISSOLUTION**

The Association may be dissolved during the first twenty years following recordation of the Declaration only with the written assent of membership controlling ninety percent of all votes of the Association; thereafter by written assent of Members controlling seventy five percent of all votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE X**

### **DURATION**

The Corporation shall exist perpetually.

## **ARTICLE XI**

### **AMENDMENTS**

Amendments of these Articles (not extending to dissolution) shall require the assent of membership controlling seventy five percent of all votes of the Association.

## **ARTICLE XII**

### **DECLARATION AND PETITION FOR INCORPORATION**

The incorporator shall prepare and extract from these Articles of Incorporation the necessary and proper information in order to file with the South Carolina Secretary of State the Declaration and Petition for Incorporation pursuant to Chapter 31, Title 33, of the South Carolina Code of Laws (1976), as amended and acts amendatory thereto, to provide for the incorporation of AVALON HOMEOWNERS' ASSOCIATION, INC. The Charter issued by the Secretary of State pursuant to said Declaration shall be deemed incorporated in and made a part of the Articles.

Three day's notice in THE DISPATCH NEWS, a newspaper published in the County of LEXINGTON has been given that the Declaration and Petition for Incorporation would be filed.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of South Carolina, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this the \_\_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_