

FILED

ARTICLES OF INCORPORATION

SEP 5 11 25 AM '79

of

A PLACE AT THE BEACH - ATLANTIC BEACH II, INC.
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

258203

We, the undersigned natural persons of the age of eighteen (18) years or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the Laws of the State of North Carolina.

ARTICLE I. The name of the Corporation is A Place at the Beach - Atlantic Beach II, Inc.

ARTICLE II. The period of duration of the Corporation is perpetual.

ARTICLE III. The purposes for which the Corporation is organized are:

(a) to operate and maintain buildings and property to be used as condominium residences as defined in Chapter 47A of the General Statutes of North Carolina;

(b) to buy, sell, mortgage, and hypothecate real, personal and mixed property in order to carry out the purposes of operating condominium facilities including recreational facilities associated with said condominium use;

(c) to do such other and further acts necessary to operate, maintain and improve properties used for condominium purposes.

ARTICLE IV. The Corporation shall have members which may be divided into such classes as shall be provided in the bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the bylaws.

ARTICLE V. The directors of the Corporation shall be elected by the members in the manner provided in the bylaws.

ARTICLE VI. No part of the net earnings of the Corporation shall inure to the benefit of any officer, director or member of the Corporation; and upon dissolution of the Corporation, the assets thereof shall, after all of the

liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to those set forth in Article III hereinabove, all as more particularly provided by the bylaws of the Corporation.

ARTICLE VII. So long as Sands Investments No. 2, Inc., a South Carolina Corporation, is a member of the Corporation by reason of its owning units in the project known as A Place at the Beach - Atlantic Beach II, located on Bogue Banks, Carteret County, North Carolina, said Sands Investments No. 2, Inc. shall have the absolute right to sell, lease or assign any of said units which it may own or control to any natural person or other legal entity and upon such terms and conditions as it shall deem to be in its own best interest, and the approval by Sands Investments No. 2, Inc. of any purchaser or tenant of any such condominium unit owned or controlled by it shall be binding upon this Corporation and its Board of Directors, and this Corporation shall be required to recognize any such purchaser or tenant and shall perform the necessary acts to validate all such transfers, sales and assignments made by Sands Investments No. 2, Inc. of any unit or units which it owns or controls. This right granted unto Sands Investments No. 2, Inc. shall only terminate and expire at such time as Sands Investments No. 2, Inc. no longer retains any interest in any unit in the project known as A Place at the Beach - Atlantic Beach II and the provisions hereof relating to the above right granted unto Sands Investments No. 2, Inc. may not be modified or amended in any way without the express written consent of Sands Investments No. 2, Inc. being first had and obtained.

ARTICLE VIII. The Address of the initial registered office of the Corporation in the State of North Carolina is 105 North 10th Street, Morehead City, North Carolina, County of Carteret; and the name of the initial registered agent at such address is O. L. Graham, Jr.

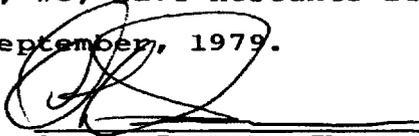
ARTICLE IX. The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
O. L. Graham, Jr.	105 N. 10th St. Morehead City, N. C. 28557
Jeanne L. Prange	105 N. 10th St. Morehead City, N. C. 28557
Susan G. Caviness	105 N. 10th St. Morehead City, N. C. 28557

ARTICLE X. The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
O. L. Graham, Jr.	105 N. 10th St. Morehead City, N. C. 28557
Jeanne L. Prange	105 N. 10th St. Morehead City, N. C. 28557
Susan G. Caviness	105 N. 10th St. Morehead City, N. C. 28557

IN WITNESS WHEREOF, we, have hereunto set our hands and seals this 4th day of September, 1979.



O. L. GRAHAM, JR. (SEAL)



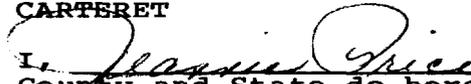
JEANNE L. PRANGE (SEAL)



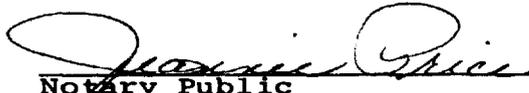
SUSAN G. CAVINESS (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF CARTERET

I,  , a Notary Public of the aforesaid County and State do hereby certify that O.L. Graham, Jr., Jeanne L. Prange, and Susan G. Caviness personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation.

WITNESS my hand and notarial seal this 4th day of September, 1979.



Notary Public

My Commission Expires:

9-2-81